



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

NET PACIFIC FINANCIAL HOLDINGS LIMITED

(Incorporated in Singapore on 9 January 2003)
(Company registration no. 200300326D)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Net Pacific Financial Holdings Limited (the “**Company**”) will be convened and held at 1 Robinson Road #18-00 AIA Tower, Singapore 048542 on Thursday, 20 November 2025 at 2 p.m., 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 30 June 2025 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 Chung Wai Man (Retiring pursuant to Regulation 89) **(Resolution 2)**

Mr Chung Wai Man will, upon re-election as a Director, remain as Independent Non-Executive Chairman of the Company and Chairman of the Nominating Committee. Information on Mr Chung Wai Man can be found on pages 2 and 29 to 35 of the annual report.

Mr Zhou Wen Jie (Retiring pursuant to Regulation 89) **(Resolution 3)**

Mr Zhou Wen Jie will, upon re-election as a Director, remain as Non-Independent Non-Executive Director of the Company. Information on Mr Zhou Wen Jie can be found on pages 2 and 29 to 35 of the annual report.

Mr Ben Lee (Retiring pursuant to Regulation 89) **(Resolution 4)**

Mr Ben Lee will, upon re-election as a Director, remain as Non-Independent Non-Executive Director of the Company, and member of the Nominating Committee and Remuneration Committee. Information on Mr Ben Lee can be found on pages 2 to 3 and 29 to 35 of the annual report.

3. To approve the payment of Directors’ fees of S\$119,000 for the period from 1 January 2025 to 30 June 2025.
[See Explanatory Note (i)] **(Resolution 5)**

4. To approve the payment of the sum of up to S\$238,000 to be paid to all Directors as Directors’ fees for the financial year ending 30 June 2026, such fees to be paid half-yearly in arrears. (2025: S\$357,000) **(Resolution 6)**

5. 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 7)**

6. 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:

7. 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

- (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 (ii)]

(Resolution 8)

8. **The Proposed Renewal of General Mandate for Interested Person Transactions**

That:

- (a) for the purposes of Chapter 9 of the Listing Manual Section B: Rules of Catalist ("**Catalist Rules**") of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), for the Company, its subsidiaries and associated companies that are regarded as "entities at risk" (as that term is used in Chapter 9 of the Catalist Rules), or any of them, to enter into any of the transactions falling within the types of interested person transactions described in the appendix to Shareholders dated 5 November 2025 ("**Appendix**") with any party who fall within the types of interested persons described in the Appendix, provided that such transactions are on normal commercial terms and in accordance with the review procedures for such interested person transactions as set out in the Appendix;
- (b) the approval given in paragraph (a) above ("**IP T General Mandate**") shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next annual general meeting of the Company or the expiration of the period within which the next annual general meeting is required by law to be held, whichever is the earlier; and
- (c) the Directors of the Company and each of them be and are hereby authorised to approve, perform, complete and do all such acts and things (including, without limitation, to sign, seal, execute and deliver) all such documents and deeds as may be required as they and/or he may consider desirable, necessary or expedient in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution.

[See Explanatory Note (iii)]

(Resolution 9)

By Order of the Board

Gn Jong Yuh Gwendolyn
Chong Kian Lee
Joint Company Secretaries
Singapore, 5 November 2025

Explanatory Notes:

- (i) The shareholders of the Company had, during the annual general meeting (“**Annual General Meeting**” or “**AGM**”) held on 21 May 2024, approved the payment of the sum of up to S\$238,000 to be paid to all Directors as Directors’ fees for the financial period ended 31 December 2024. Given that the Company changed its financial year end from 31 December to 30 June (as announced on 29 November 2024), the Board of Directors have proposed the payment of Directors’ fees for the period from 1 January 2025 to 30 June 2025 to account for the period wherein which the payment of Directors’ fees would otherwise have been unaccounted for.
- (ii) The Ordinary Resolution 8 proposed in item 7 above, if passed, will empower the Directors from the date of the passing of Ordinary Resolution 8 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 8), to be allotted and issued pursuant to Ordinary Resolution 8 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 8. 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 8), to be allotted and issued pursuant to Ordinary Resolution 8 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 8. 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.
- (iii) The Ordinary Resolution 9 proposed in item 8 above, if passed, will empower the Directors to do all acts necessary to give effect to the IPT General Mandate as described in the Appendix. The authority shall, unless revoked or varied by the Company in a general meeting, continue to be in force until the date that the next annual general meeting of the Company is held or required by law to be held.

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

1. The Annual General Meeting will be held physically at 1 Robinson Road #18-00 AIA Tower, Singapore 048542 on Thursday, 20 November 2025 at 2 p.m.. **There will be no option for Shareholders to participate virtually.**
2. The Annual Report for the financial period ended 30 June 2025 (the “**FY2025 Annual Report**”) and the Appendix to the FY2025 Annual Report in relation to the Proposed Renewal of the IPT General Mandate, together with this Notice of AGM, the accompanying Proxy Form, and Request Form have been made available on the SGX-ST website at the URL <https://www.sgx.com/securities/company-announcements> and the website of the Company at the URL <https://www.netpac.com.sg/announcement-2025>. A hardcopy of the FY2025 Annual Report will not be sent to shareholders. However, this Notice of AGM and accompanying Proxy Form and Request Form, will be mailed to all Shareholders. Shareholders may request printed copies of the FY2025 Annual Report by completing and returning the Request Form no later than Wednesday, 12 November 2025.
3. Arrangements relating to submission of comments, queries and/or questions to the Chairman of the AGM in advance of and at the AGM of the Company, addressing of substantial and relevant comments, queries and/or questions at least 48 hours prior to the closing date and time for the lodgement of the Proxy Forms and during the AGM, and voting physically or appointing proxy(ies) (including the Chairman of the AGM) to vote at the AGM of the Company, are set out in this Notice of AGM.
4. The Company has decided that the forthcoming AGM will be held at 1 Robinson Road #18-00 AIA Tower, Singapore 048542. There will be no option for Shareholders to participate virtually at the AGM. Shareholders (whether individual or corporate) may vote at the AGM by themselves or may appoint proxy(ies) (including the Chairman of the AGM) to attend, speak and vote on his/her/its behalf at the AGM in accordance with the instructions on the Proxy Form if such Shareholder wishes to exercise his/her/its voting rights at the AGM.
5. A Shareholder:
 - (a) who is not a Relevant Intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote at the AGM on his/her/its behalf. Where such Shareholder’s form of proxy appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy. Where a member appoints two (2) proxies, the appointments shall be invalid unless he/she specifies the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy;
 - (b) who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the AGM on his/her/its behalf, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such Shareholder. Where such Shareholder’s form of proxy appoints more than two (2) proxies, the number and class of Shares in relation to which each proxy has been appointed shall be specified in the form of proxy. Where a member appoints more than (2) proxies, the appointments shall be invalid unless the member specifies the number of Shares in relation to which each proxy has been appointed.

“**Relevant Intermediary**” shall have the same meaning ascribed to it in Section 181 of the Companies Act 1967.

6. CPF/SRS investors:
 - (a) may vote at the AGM if they are appointed as proxies by their respective CPF agent banks or SRS operators, and should contact their respective CPF agent banks or SRS operators if they have any queries regarding their appointment as proxies; or
 - (b) may appoint the Chairman of the AGM as proxy, in which case they should approach their respective CPF agent banks or SRS operators to submit their votes by 5.00 p.m. on Monday, 10 November 2025 (that is, at least seven (7) working days before the date of the AGM).
7. Duly appointed proxy(ies), including the Chairman of the AGM acting as proxy, need not be a Shareholder of the Company. A Shareholder may choose to appoint the Chairman of the AGM as his/her/its proxy.
8. The Proxy Form must be submitted to the Company in the following manner:
 - (a) if submitted by post, be lodged at the registered office of the Company's Share Registrar at Boardroom Corporate & Advisory Services Pte. Ltd, at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632; or
 - (b) if submitted by email, in Portable Document Format (PDF) format to the Company at srs.proxy@boardroomlimited.com,

in either case, by 2.00 p.m. on Monday, 17 November 2025 (that is, not less than 72 hours before the time fixed for holding the AGM). A Shareholder who wishes to submit the Proxy Form must first 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. Shareholders are strongly encouraged to submit the completed Proxy Forms by way of electronic means.
9. Shareholders may submit comments, queries and/or questions relating to the resolutions in the Notice of AGM in advance of the AGM of the Company, in the following manner:
 - (a) if submitted by post, to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd, at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632; or
 - (b) if submitted by way of electronic means, be submitted via email to the Company at srs.proxy@boardroomlimited.com,

in either case, by 2.00 p.m. on Wednesday, 12 November 2025.
10. Shareholders or (where applicable) their duly appointed proxy(ies) and representatives will also be able to raise questions at the AGM of the Company itself.
11. The Company will endeavour to address all substantial and relevant comments, queries and/or questions received from Shareholders before the AGM. The Company will publish its responses to comments, queries and/or questions on the Company's website at the URL <https://www.netpac.com.sg/announcement-2025> and on SGX-ST website at the URL <https://www.sgx.com/securities/company-announcements> not later than 2.00 p.m. on Friday, 14 November 2025.
12. Shareholders and (where applicable) duly appointed proxies and representatives may participate in the AGM physically at 1 Robinson Road #18-00 AIA Tower Singapore 048542. There will be no option for Shareholders to participate virtually.
13. The Company will publish the minutes of the AGM on the Company's website at the URL <https://www.netpac.com.sg/announcement-2025> and on SGX-ST website at the URL <https://www.sgx.com/securities/company-announcements> within one (1) month after the AGM.

PERSONAL DATA PRIVACY:

By submitting the Proxy Form appointing a proxy(ies) (including the Chairman of the AGM) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a Shareholder of the Company (a) consents to the collection, use and disclosure of the Shareholder's personal data by the Company (or its agents or service providers) 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 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 or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (b) warrants that where the Shareholder discloses the personal data of the Shareholder's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), 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 or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (c) agrees to indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Shareholder's breach of warranty. In addition, by attending the AGM and/or any adjournment thereof, a Shareholder consents to the collection, use and disclosure of the Shareholder's personal data by the Company (or its agents or service providers) for any of the Purposes.