



LION ASIAPAC LIMITED
(Company Registration No. 196800586R)
(Incorporated in Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 55th Annual General Meeting of Lion Asiapac Limited (the “**Company**”) will be held at Crowne Plaza Changi Airport, Alstonia Room, Level 2, 75 Airport Boulevard, Singapore 819664 on Thursday, 30 October 2025 at 11.00 a.m. to transact the following business:

ROUTINE BUSINESS

- 1 To receive and adopt the directors’ statement and audited financial statements for the financial year ended 30 June 2025 and the auditors’ report thereon. **Resolution 1**
- 2 To re-elect Mr Chai Woon Chew, who will be retiring pursuant to regulation 98 of the Company’s Constitution and who, being eligible, has offered himself for re-election. **Resolution 2**
- 3 To re-elect Tan Sri Cheng Heng Jem, who will be retiring pursuant to regulation 98 of the Company’s Constitution and who, being eligible, has offered himself for re-election. **Resolution 3**
- 4 To approve the payment of S\$157,000 as directors’ fees for the financial year ended 30 June 2025 (2024: S\$111,000). **Resolution 4**
- 5 To re-appoint RSM SG Assurance LLP as auditors of the Company and to authorise the directors to fix their remuneration. **Resolution 5**

SPECIAL BUSINESS

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

- 6 **Share Issue Mandate** **Resolution 6**

That authority be and is hereby given to the directors of the Company to:

- (a) (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 (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 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 that the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the directors while this Resolution is 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) shall not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) (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 shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to the Resolution) shall not exceed 20% of the total number of issued shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such manner of calculation as may be prescribed by the Singapore Exchange Securities Trading Limited ("**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) at the time that this Resolution is passed, after adjusting for:
 - (i) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which were issued and are outstanding or subsisting at the time that this Resolution is passed; and
 - (ii) any subsequent bonus issue, consolidation or subdivision of shares,and, in paragraph (1) above and this paragraph (2), "subsidiary holdings" has the meaning given to it in the Listing Manual of the SGX-ST;
- (3) 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 Constitution for the time being of the Company; 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 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.

7 **Renewal of Interested Person Transactions Mandate**

Resolution 7

That:

- (a) approval be and is hereby given, for the purposes of Chapter 9 ("**Chapter 9**") of the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), for the Company, its subsidiaries and associated companies that are considered "entities at risk" under Chapter 9 or any of them, to enter into any of the transactions falling within the categories of interested person transactions set out on pages 99 and 100 of the Company's Annual Report 2025 (the "**Annual Report**"), with the interested persons described on pages 98 and 99 of the Annual Report, provided that such transactions are made on normal commercial terms and will not be prejudicial to the interests of the Company and its minority shareholders, and are in accordance with the methods and procedures for interested person transactions as set out on pages 100 to 105 of the Annual Report (the "**IPM Mandate**");

- (b) the IPT Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next annual general meeting of the Company or the date on which the next annual general meeting of the Company is required by law to be held, whichever is the earlier;
- (c) the Audit Committee of the Company be and is hereby authorised to take such actions as it deems proper in respect of the methods and procedures for the IPT Mandate and/or to modify or implement such methods and procedures as may be necessary to take into consideration any amendment to Chapter 9 which may be prescribed by the SGX-ST from time to time; and
- (d) the directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution.

By Order of the Board

Kem Huey Lee Sharon
Company Secretary

Singapore, 10 October 2025

Explanatory Notes:

Resolution 2 – If re-elected, Mr Chai Woon Chew will remain as the Chairman of the Board, the Audit Committee, the Nominating Committee and the Remuneration Committee. He is considered an independent director. Detailed information on Mr Chai can be found under the Board of Directors, Corporate Governance Report and Additional Information on Directors Seeking Re-election sections in the Annual Report 2025.

Resolution 3 – If re-elected, Tan Sri Cheng Heng Jem will continue to serve as a member of the Board. He is considered as a non-independent and non-executive director of the Company. Detailed information on Tan Sri Cheng can be found under the Board of Directors, Corporate Governance Report and Additional Information on Directors Seeking Re-election sections in the Annual Report 2025.

Resolution 4 – This resolution is to approve the payment of an aggregate sum of S\$157,000 as directors' fees for the non-executive directors of the Company for the financial year ended 30 June 2025 (FY2024: S\$111,000). Details of the directors' fees framework are set out in the Corporate Governance Report section in the Annual Report 2025.

Resolution 6 – This resolution, if passed, will empower the directors of the Company, from this annual general meeting ("**AGM**") until the date of the next AGM, to issue shares, make or grant Instruments convertible into shares and to issue shares in pursuance of such Instruments up to a number not exceeding 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings), with a sub-limit of 20% for issues other than on a pro rata basis to shareholders of the Company.

Resolution 7 – This resolution is to (i) renew the IPT Mandate to enable the Company, its subsidiaries and associated companies, from this AGM until the date of the next AGM, to enter into certain recurring interested person transactions as described on pages 99 and 100 of the Annual Report 2025 and (ii) empower the directors of the Company to do all acts necessary to give effect to the IPT Mandate.

Notes:

Format of meeting

- 1 The 55th AGM will be held in a wholly physical format at Crowne Plaza Changi Airport, Alstonia Room, Level 2, 75 Airport Boulevard, Singapore 819664 on Thursday, 30 October 2025 at 11.00 a.m..
- 2 Shareholders, including Supplementary Retirement Scheme ("**SRS**") investors, and (where applicable) duly appointed proxies and representatives will be able to ask questions and vote at the AGM by attending the AGM in person. There will be no option for shareholders to participate virtually.

Access to documents

- 3 Printed copies of this Notice of AGM, Proxy Form and Request Form will be sent by post to members. These documents (together with the Annual Report 2025) are available on the Company's website at <https://lionasiapac.com.sg/general-meetings/> and the SGX website at <https://www.sgx.com/securities/company-announcements>.
- 4 Shareholders may request a printed copy of the Annual Report 2025 by completing and submitting the Request Form by 17 October 2025.

Submission of questions

- 5 Shareholders (including SRS investors) may submit substantial and relevant questions related to the resolutions to be tabled for approval at the AGM in advance of the meeting:
 - (a) by post to the Company's Share Registrar, B.A.C.S. Private Limited at 77 Robinson Road #06-03 Robinson 77, Singapore 068896; or
 - (b) via email to the Company's Share Registrar at main@zicoholdings.com.
- 6 When submitting questions by post or via email, the following details should be provided for verification purposes:
 - (a) Full name
 - (b) Address
 - (c) Contact number/email address
 - (d) Manner in which the shares are held (e.g. via CDP, SRS, and/or scrip)
- 7 All questions submitted in advance of the AGM must be received by 17 October 2025 ("**Question Submission Deadline**").

Addressing questions

- 8 The Company will address all substantial and relevant questions received from shareholders by the Question Submission Deadline by publishing its responses to such questions on the Company's website at <https://lionasiapac.com.sg/general-meetings/> and the SGX website at <https://www.sgx.com/securities/company-announcements> by 24 October 2025.
- 9 The Company will respond to the questions or follow-up questions submitted after the Question Submission Deadline either within a reasonable timeframe before the AGM or at the AGM itself.
- 10 Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.

Appointment of proxy(ies)

- 11 (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the AGM. Where such member's instrument of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument. If no proportion is specified, the first-named proxy shall be deemed to represent 100% of the shareholding to which the instrument of proxy relates, and the second-named proxy shall be deemed to be an alternate to the first-named proxy.
- (b) A member who is a relevant intermediary is entitled to appoint more than two 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. Where such member's instrument of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the instrument.

"**Relevant intermediary**" has the meaning ascribed to it in Section 181 of the Companies Act 1967 of Singapore.

- (c) A proxy need not be a member of the Company.
- 12 Members (whether individual or corporate) appointing the chairman of the AGM ("**Chairman**") as a proxy to attend, speak and vote at the AGM must give specific instructions as to voting or abstentions from voting in the instrument of proxy, failing which the appointment of the Chairman as the proxy will be treated as invalid.
- 13 The instrument appointing a proxy(ies) must be signed under the hand of the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy(ies) is executed by a corporation, it must be executed either under its common seal (if any) or under the hand of an officer or its attorney duly authorised.
- 14 The instrument appointing a proxy(ies) must be submitted to the Company in the following manner:
 - (a) if submitted personally or by post, be lodged at the office of the Company's Share Registrar, 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 Share Registrar at main@zicoholdings.com,and in each case, must be lodged or received (as the case may be) not less than 72 hours before the time set for the AGM.

- 15 Persons, who hold shares through relevant intermediaries (as defined in Section 181 of the Companies Act 1967), including SRS investors, and wish to exercise their votes by appointing a proxy(ies), should approach their respective relevant intermediaries (including SRS Operators) to submit their voting instructions by 11.00 a.m. on 17 October 2025.

General

- 16 The Company shall be entitled to reject an instrument appointing a proxy(ies) if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy(ies) (such as in the case where the appointor submits more than one instrument of proxy). In addition, in the case of shares entered in the Depository Register, the Company may reject an instrument appointing a proxy(ies) if the member, being the appointor, is not shown to have shares entered against his 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 ("**CDP**") to the Company.
- 17 A depositor's name must appear in the Depository Register maintained by CDP as at 72 hours before the time appointed for holding the AGM in order for the depositor to be entitled to attend and vote at the AGM.

Personal Data Privacy

By (a) submitting a form appointing a proxy(ies) and/or a representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof; and/or (b) submitting any question prior to or at 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 or service providers) for the purposes: (i) processing and administration by the Company (or its agents or service providers) of proxies and/or representatives appointed for the AGM (including any adjournment thereof); (ii) preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof); (iii) processing of the registration for purpose of granting access to shareholders (or their representatives in the case of shareholders which are legal entities) and providing them with any technical assistance where necessary; (iv) addressing substantial and relevant questions from shareholders received prior to and/or at the AGM and if necessary, following up with the shareholders in relation to such questions; and (v) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines by the relevant authorities. The member's personal data, his proxy's and/or representative's personal data may be disclosed or transferred by the Company to its subsidiaries, its Share Registrar and/or other agents or bodies for any of the abovementioned purposes and retained for such period as may be necessary for the Company's verification and record purposes.