

# QIAN HU CORPORATION LIMITED

(Incorporated in the Republic of Singapore)  
(Company Registration No. 199806124N)

## Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Twenty-Sixth Annual General Meeting (“**AGM**”) of Qian Hu Corporation Limited (the “**Company**”) will be held at No. 71 Jalan Lekar, Singapore 698950 on Thursday, 3 April 2025, at 11.00 a.m. to transact the following business:

### Ordinary Business

- 1 To receive and adopt the Directors’ Statement and Audited Financial Statements for the financial year ended 31 December 2024 and the Auditors’ Report thereon. **[Resolution 1]**
- 2 To declare a tax exempt (one-tier) final dividend of 0.4 Singapore cents per ordinary share for the financial year ended 31 December 2024. **[Resolution 2]**
- 3 To re-elect Ms Chew Mok Lee in accordance with Regulation 90 of the Company’s Constitution, as Director of the Company.  
**[See Explanatory Note (a)]** **[Resolution 3]**
- 4 To re-elect Mr Yap Kok Cheng in accordance with Regulation 91 of the Company’s Constitution, as Director of the Company.  
**[See Explanatory Note (b)]** **[Resolution 4]**
- 5 To note the retirement of Dr Ling Kai Huat pursuant to Rule 210(5)(d)(iv) of the Listing Manual.  
**[See Explanatory Note (c)]**
- 6 To approve the sum of S\$80,000 as Directors’ fees for the financial year ended 31 December 2024. (2023: S\$80,000) **[Resolution 5]**
- 7 To re-appoint KPMG LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **[Resolution 6]**
- 8 To transact any other business that may be transacted at an Annual General Meeting.

### Special Business

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

#### 9 **General Mandate to authorise the Directors to issue shares or convertible securities**

That pursuant to Section 161 of the Companies Act 1967 (the “**Act**”), the Constitution and the listing rules of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), authority be and is hereby given to the Directors of the Company to:-

- (a) (i) allot and 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 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):
  - (i) issue additional instruments as adjustments in accordance with the terms and conditions of the Instruments made or granted by the Directors while this Resolution was in force; and
  - (ii) issue Shares in pursuance of any Instruments made or granted by the Directors while this Resolution was in force or such additional Instruments in (b)(i) above,

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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, if any) at the time of the passing of this Resolution (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares issued other than on a pro rata basis to existing shareholders (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 10% of the Company's total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) (as calculated in accordance with sub-paragraph (2) below); and
- (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 total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) shall be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) at the time of the passing of this Resolution, after adjusting for:-
  - (a) new Shares arising from the conversion or exercise of convertible securities;
  - (b) new Shares arising from the exercise of share options or vesting of share awards outstanding or subsisting at the time this Resolution is passed, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the SGX-ST Listing Manual; and
  - (c) any subsequent bonus issue, consolidation or subdivision of Shares;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the listing rules 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.

**[See Explanatory Note (d)]**

**[Resolution 7]**

By Order of the Board

Lai Chin Yee  
Company Secretary

Singapore  
5 March 2025

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## Explanatory Notes:

- (a) Ordinary Resolution 3 – Ms Chew Mok Lee, if re-elected, will remain as a member of the Company's Audit & Risk Management Committee and Remuneration Committee and the Chairperson of the Nominating Committee. Ms Chew Mok Lee is considered as an Independent Director of the Company. Pursuant to Rule 720(6) of the Listing Manual, further information on Ms Chew Mok Lee is set out on Pages 201 to 206 of the Company's Annual Report 2024. There are no relationships (including immediate family relationships) between Ms Chew Mok Lee and the other Directors of the Company, the Company or its substantial shareholders.
- (b) Ordinary Resolution 4 – Mr Yap Kok Cheng, if re-elected, will remain as the Executive Chairman and Chief Executive Officer of the Company. Detailed information on Mr Yap Kok Cheng is set out on Pages 201 to 206 of the Company's Annual Report 2024. Save as disclosed therein, there are no other relationships (including immediate family relationships) between Mr Yap Kok Cheng and the other Directors of the Company, the Company or its substantial shareholders.
- (c) Item 5 is to record the retirement of Dr Ling Kai Huat as a Director of the Company. Dr Ling Kai Huat has served as an Independent Director of the Company for more than nine years from the date of his first appointment and will cease to be independent and retire as a Director at the conclusion of the AGM. He will cease to be an Independent Director of the Company and concurrently vacate his positions on the Audit & Risk Management Committee, Nominating Committee and Remuneration Committee of the Company.
- (d) Ordinary Resolution 7, under item 9 above, if passed, will empower the Directors from the date of the AGM until the date of the next AGM of the Company, to issue shares and convertible securities in the Company up to an aggregate number not exceeding 50% of the total number of issued shares excluding treasury shares and subsidiary holdings in the capital of the Company, of which the aggregate number issued other than on a pro rata basis to all existing shareholders of the Company shall not exceed 10% of the total number of issued shares excluding treasury shares and subsidiary holdings in the capital of the Company, as more particularly set out in the resolution.

## Notes:

1. The members of the Company are invited to **attend physically** at the Twenty-Sixth AGM. There will be no option for members to participate virtually. A printed copy of this notice of AGM (the "**Notice**") will be sent to the members. Printed copy of the Company's annual report ("**AR**") is made available to members by electronic means via publication on the Company's website at the URL <http://www.qianhu.com/investor-relations/annual-reports> under "Annual Report 2024" and is also made available on SGXNet at the URL <https://www.sgx.com/securities/company-announcements>. Members have the right to elect whether to receive the AR in physical copy by completing the Request Form sent together with the Notice.
2. Members (including Central Provident Fund Investment Scheme members ("**CPFIS Investors**") and/or Supplementary Retirement Scheme investors ("**SRS Investors**") may participate in the AGM by:
  - (a) attending the AGM in person;
  - (b) raising questions at the AGM or submitting questions in advance of the AGM; and/or
  - (c) voting at the AGM
    - (i) themselves personally; or
    - (ii) through their duly appointed proxy(ies).

CPFIS Investors and SRS Investors who wish to appoint the Chairman of the AGM (and not third-party proxy(ies)) as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by **5.00 p.m. on 21 March 2025**, being seven (7) working days prior to the date of the AGM.

Please bring along your NRIC/passport so as to enable the Company to verify your identity. Members are requested to arrive early to facilitate the registration process and are advised not to attend the AGM if they are feeling unwell. Members are strongly encouraged to exercise social responsibility to rest at home and consider appoint / appoint a proxy(ies) to attend the Meeting.

3. A member who is not a Relevant Intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote on his/her/its behalf at the AGM. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a member of the Company.

Where such member appoints two (2) proxies, the proportion of his shareholding to be represented by each proxy shall be specified. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire number of shares entered against his name in the Depository Register and any second named proxy as an alternate to the first named.

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4. A member who is a Relevant Intermediary is entitled to appoint more than two (2) 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 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.

“Relevant intermediary” has the meaning ascribed to it in Section 181 of the Companies Act, 1967:

- (a) a banking corporation licensed under the Banking Act 1970, or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
- (b) a person holding a capital market services licence to provide custodial services for securities under the Securities and Futures Act 2001 and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with the subsidiary legislation.

5. A member can appoint the Chairman of the Meeting as his/her/its proxy but this is not mandatory.

If a member wishes to appoint the Chairman of the Meeting as proxy, such member (whether individual or corporate) must give specific instructions as to voting for, voting against, or abstentions from voting on, each resolution in the instrument appointing the Chairman of the Meeting as proxy. If no specific direction as to voting or abstentions from voting in respect of a resolution in the form of proxy, the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.

6. The instrument appointing a proxy or proxies, duly executed, must be submitted to the Company in the following manner:

- (a) If submitted by post, be lodged at the Company’s Share Registrar, B.A.C.S. Private Limited, at 77 Robinson Road #06-03 Robinson 77, Singapore 068896
- (b) If submitted electronically, be submitted via email to B.A.C.S. Private Limited at [main@zicoholdings.com](mailto:main@zicoholdings.com)

In either case, by 11.00 am on 31 March 2025, being no later than 72 hours before the time set for the AGM.

7. The Chairman of the AGM, as proxy, need not be a member of the Company.

8. Members submit questions related to the resolutions to be tabled for approval at the AGM in advance of the AGM in the following manner by 5.00 p.m. on 21 March 2025:

- (a) by email to [investor@qianhu.com](mailto:investor@qianhu.com)
- (b) by post to the registered office of the Company’s Share Registrar, B.A.C.S. Private Limited, at 77 Robinson Road #06-03 Robinson 77, Singapore 068896

The Company will endeavour to address all substantial and relevant questions submitted prior to the AGM by publishing the responses to such questions on the Company’s corporate website and on SGXNet by 11.00 am on 27 March 2025.

9. For questions addressed during the AGM, the responses to such questions will be included in the minutes of AGM which will be published on the Company’s corporate website and on SGXNet within seven (7) working days after the AGM.

10. The Company’s Annual Report 2024 dated 5 March 2025 has been published and may be accessed at the Company’s corporate website at the URL <http://www.qianhu.com/investor-relations/annual-reports> under “Annual Report 2024” and is also made available on SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.

11. The appointment of a proxy(ies) shall not preclude a member from attending, speaking and voting in person at the AGM. If a member attends the AGM in person, the appointment of a proxy(ies) shall be deemed to be revoked, and the Company reserves the right to refuse to admit such proxy(ies) to the AGM.

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## **PERSONAL DATA PRIVACY**

By submitting an instrument appointing the Chairman of the AGM to attend, speak and vote at the AGM and/or any adjournment thereof, 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 purpose of the processing, administration and analysis by the Company (or its agents or service providers) of the appointment of the Chairman of the AGM as proxy 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, take-over rules, regulations and/or guidelines.

## **NOTICE OF RECORD DATE AND DIVIDEND PAYMENT DATE**

**NOTICE IS HEREBY GIVEN** that the Register of Transfer and the Register of Members of the Company will be closed on 17 April 2025 for the preparation of dividend warrants.

Duly completed registrable transfers received by the Company's Share Registrar, B.A.C.S Private Limited, at 77 Robinson Road #06-03 Robinson 77, Singapore 068896, up to 5.00 p.m. on 16 April 2025 will be registered to determine shareholders' entitlements to the said dividend.

Members whose Securities Accounts with The Central Depository (Pte) Ltd are credited with shares at 5.00 p.m. on 16 April 2025 will be entitled to the proposed dividend.

The proposed dividend, if approved by the members at the Twenty-Sixth AGM to be held on 3 April 2025, will be paid on 30 April 2025.