

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting (“**AGM**”) of Pacific Star Development Limited (the “**Company**”) will be convened and held by way of electronic means on Friday, 30 December 2022, at 3.00 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 2022 together with the Auditors’ Report thereon. **(Resolution 1)**
2. To re-elect the following Directors of the Company retiring pursuant to Regulation 89 of the Constitution of the Company:  
  
Mr Ying Wei Hsein **(Resolution 2)**  
  
Mr Lim Hoon Tong **(Resolution 3)**  
  
*Mr Lim Hoon Tong will, upon re-election as a Director of the Company, remain as the Chairman of the Remuneration Committee and a member of the Audit Committee and Nominating Committee of the Company, and will be considered independent for the purpose of Rule 704(7) of the Listing Manual Section B: Rules of Catalist (“**Catalist Rules**”) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”).*  
  
*Key information on Mr Ying Wei Hsein and Mr Lim Hoon Tong can be found on pages 31 to 36 of the Company’s annual report for the financial year ended 30 June 2022 (the “**Annual Report 2022**”).*
3. To approve the payment of Directors’ fees of S\$120,000 for the financial year ended 30 June 2022 (2021: S\$120,000). **(Resolution 4)**
4. To re-appoint Messrs Ernst & Young LLP as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 5)**
5. To transact any other ordinary business which may properly be transacted at an AGM.

## AS SPECIAL BUSINESS

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

### 6. **Authority to allot and issue new shares**

That pursuant to Section 161 of the Companies Act 1967 of Singapore (“**Companies Act**”) and Rule 806 of the Listing Manual Section B: Rules of Catalist (“**Catalist Rules**”) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), the Directors of the Company be authorised and empowered to:

- (a) (i) allot and issue shares in 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) 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 of the Company may in their absolute discretion deem fit; and

- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instruments made or granted by the Directors of the Company while this Resolution was in force,

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provided that:

- (a) the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed one hundred per centum (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 (b) below), of which the aggregate number of Shares to be issued other than on a *pro-rata* basis to shareholders of the Company shall not exceed fifty per centum (50%) 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 (b) below);
- (b) (subject to such 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 (a) above, 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) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
  - (i) new Shares arising from the conversion or exercise of any convertible securities;
  - (ii) new Shares arising from exercising share options or vesting of share awards, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
  - (iii) any subsequent bonus issue, consolidation or subdivision of Shares;Adjustments in accordance with (i) and (ii) are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of the resolution approving the mandate.
- (c) 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), all applicable legal requirements under the Companies Act, and otherwise, the Constitution of the Company; and
- (d) unless revoked or varied by the Company in a general meeting, such authority 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 earlier.

[See Explanatory Note (i)]

**(Resolution 6)**

By Order of the Board

Kiar Lee Noi  
Secretary  
Singapore, 15 December 2022

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## Explanatory Note:

- (i) The Ordinary Resolution 6 in item 6 above, if passed, will empower the Directors of the Company, effective 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 or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares, make or grant Instruments convertible into shares and to issue shares pursuant to such Instruments, up to a number not exceeding, in total, one hundred per centum (100%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to fifty per centum (50%) may be issued other than on a *pro-rata* basis to shareholders.

For determining the aggregate number of Shares that may be issued, the total number of issued shares (excluding treasury shares and subsidiary holdings) will be calculated based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Ordinary Resolution 6 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 are outstanding or subsisting at the time when this Ordinary Resolution 6 is passed; and (ii) any subsequent bonus issue, consolidation or subdivision of shares.

## Notes:

1. As a precautionary measure and to exercise social responsibility towards living with COVID-19, the AGM will be held by way of 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 will not be sent to members of the Company (the “Members”). Instead, this Notice of AGM will be sent to Members by electronic means via publication on the Company’s corporate website at the URL [https://pacificstar-dev.com/ir\\_announcements.html](https://pacificstar-dev.com/ir_announcements.html). This Notice of AGM will also be made available on the SGX’s website at the URL <https://www.sgx.com/securities/company-announcements>.

2. Alternative arrangements relating to:

- (a) attendance at the AGM via electronic means (including arrangements by which the AGM can be electronically accessed via “live” audio-visual webcast or “live” audio-only stream);
- (b) submission/asking of questions in advance of, or “live” at, the AGM, and addressing of substantial and relevant questions in advance of, or “live” at, the AGM, in relation to any resolutions set out in this Notice of AGM; and
- (c) voting at the AGM (i) “live” by themselves via electronic means; or (ii) through their duly appointed proxy(ies) via electronic means,

are set out in the accompanying Company’s announcement dated 15 December 2022. This announcement may be accessed at the Company’s corporate website at the URL [https://pacificstar-dev.com/ir\\_announcements.html](https://pacificstar-dev.com/ir_announcements.html), and will also be made available on the SGX’s website at the URL <https://www.sgx.com/securities/company-announcements>.

3. A Member will not be able to attend the AGM in person. For any Member (whether an individual or a corporate) who wishes to exercise his/her/its voting rights at the AGM, such Member may:

- (a) vote “live” via electronic means at the AGM; or
- (b) appoint a proxy(ies) (other than the Chairman of the AGM) to vote “live” via electronic means on his/her/its behalf at the AGM; or
- (c) appoint the Chairman of the AGM as his/her/its proxy to vote on his/her/its behalf at the AGM.

The accompanying proxy form for the AGM may be accessed at the Company’s corporate website at the URL [https://pacificstar-dev.com/ir\\_announcements.html](https://pacificstar-dev.com/ir_announcements.html), and will also be made available on the SGX’s website at the URL <https://www.sgx.com/securities/company-announcements>.

4. (a) A member who is not a relevant intermediary is entitled to appoint not more than two (2) proxies. Where such member’s instrument appointing a proxy(ies) appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument.

(b) A member who is a relevant intermediary is entitled to appoint more than two (2) proxies, 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 appointing a proxy(ies) 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 instrument.

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

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5. A proxy need not be a Member of the Company.
6. The instrument appointing a proxy(ies) must be submitted to the Company in the following manner:
  - (a) if submitted by post, be deposited 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 sent via email to the Company, at [main@zicoholdings.com](mailto:main@zicoholdings.com),in either case, not less than seventy-two (72) hours before the time appointed for holding the AGM.

A Member who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

**To minimise physical interactions and mitigate the risk of COVID-19 transmission, Members are strongly encouraged to submit completed instruments appointing a proxy(ies) electronically via email.**

7. Central Provident Fund ("CPF") or Supplemental Retirement Scheme ("SRS") investors who hold the Company's shares through CPF Agent Banks or SRS Operators:
  - (a) may vote "live" via electronic means 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 to vote on their behalf at the AGM, 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, 19 December 2022.
8. The Company's Annual Report 2022 may be accessed at the Company's corporate website at the URL [https://pacificstar-dev.com/ir\\_announcements.html](https://pacificstar-dev.com/ir_announcements.html) and will also be made available on the SGX's website at the URL <https://www.sgx.com/securities/company-announcements>.

## Personal data privacy:

By submitting (a) an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM of the Company and/or any adjournment thereof, or (b) details for the registration to observe the proceedings of the AGM via "live" audio-visual webcast or "live" audio-only stream, or (c) questions in advance of, or "live" at, in relation to any resolution set out in the Notice of 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 following purposes:

- (i) processing and administration and analysis by the Company (or its agents or service providers) of the appointment of a proxy(ies) and/or representative(s) for the AGM of the Company (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes (including questions and answers) and other documents relating to the AGM (including any adjournment thereof);
- (ii) processing of the registration for purpose of granting access to Members (or their corporate representatives in the case of Members which are legal entities) to the "live" audio-visual webcast or "live" audio-only stream to observe and/or listen the proceedings of the AGM of the Company and providing them with any technical assistance where necessary;
- (iii) addressing all substantial and relevant questions received from Members relating to the resolutions set out in the Notice of AGM to be tabled for approval at the AGM prior to, or "live" at, the AGM and if necessary, following up with the relevant Members in relation to such questions; and
- (iv) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines by the relevant authorities.

The member'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. Photographic, sound and/or video recordings of the AGM of the Company may be made by the Company for record keeping to ensure the accuracy of the minutes prepared of the AGM of the Company. Accordingly, the personal data of a Member may be recorded by the Company (or its agents or service providers) for such purposes.