



**PACIFIC RADIANCE LTD.**  
(the "Company")  
(Incorporated in the Republic of Singapore)  
(Company Registration no.: 200609894C)

## **NOTICE OF ANNUAL GENERAL MEETING**

### **Important Notes to Shareholders**

1. The Annual General Meeting is being convened, and will be held, by 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 will NOT be sent to Shareholders. Instead, this Notice will be sent to Shareholders by electronic means via an announcement on the SGX website at the URL <https://www.sgx.com/securities/company-announcements> and may be accessed on the Company's website at the URL <https://www.pacificradiance.com>.
2. The Annual Report 2021 may be accessed at the Company's website at the URL <https://pacificradiance.listedcompany.com/ar.html> and on the SGX website at the URL <https://www.sgx.com/securities/annual-reports-related-documents>.

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting ("AGM") of the Company will be held by way of electronics means on Thursday, 28 April 2022 at 10.00 a.m. to transact the following businesses:-

### **AS ORDINARY BUSINESS**

1. To lay before the meeting the Audited Financial Statements of the Company for the financial year ended 31 December 2021 and the Directors' Statement and the Independent Auditors' Report thereon.

*(See explanatory note 1)*

2. To approve the Directors' fees of S\$395,000 for the financial year ending 31 December 2022. **(Resolution 1)**
3. To re-elect the following Directors who are retiring pursuant to Regulation 89 of the Company's Constitution, and being eligible, offered themselves for re-election:-

- (a) Mr. Goh Chong Theng **(Resolution 2)**
- (b) Mr. Ng Tiong Gee **(Resolution 3)**

*(See explanatory note 2)*

4. To re-appoint Messrs Ernst & Young LLP as auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 4)**

### **AS SPECIAL BUSINESS**

To consider and, if thought fit, to pass the following ordinary resolutions with or without modifications:-

5. Authority to allot and issue shares
  - (a) "That, pursuant to Section 161 of the Companies Act 1967, and the listing rules of the Singapore Exchange Securities Trading Limited, approval be and is hereby given to the Directors of the Company at any time to such persons and upon such terms and for such purposes as the Directors may in their absolute discretion deem fit, to:
    - (i) issue shares in the capital of the Company whether by way of rights, bonus or otherwise;

- (ii) make or grant offers, agreements or options that might or would require shares to be issued or other transferable rights to subscribe for or purchase shares (collectively, "Instruments") including but not limited to, the creation and issue of warrants, debentures or other instruments convertible into shares;
  - (iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues; and
- (b) (notwithstanding the authority conferred by the shareholders may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while the authority was in force,

provided always that

- (i) 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 of the Company, of which the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) to be issued other than on a pro rata basis to shareholders of the Company does not exceed 20% of the total number of issued shares excluding treasury shares of the Company, and for the purpose of this resolution, the issued share capital shall be the Company's total number of issued shares excluding treasury shares at the time this resolution is passed, after adjusting for;
  - a) new shares arising from the conversion or exercise of convertible securities,
  - b) new shares arising from exercising 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 Listing Manual of the Singapore Exchange Securities Trading Limited, and
  - c) any subsequent bonus issue, consolidation or subdivision of the Company's shares, and
- (ii) such authority shall, unless revoked or varied by the Company at a general meeting, continue in force until the conclusion of the next AGM or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier."

*(See explanatory note 3)*

**(Resolution 5)**

6. Authority to grant awards and issue shares under the Pacific Radiance Performance Share Plan

"That approval be and is hereby given to the Directors of the Company to:

- (a) grant awards in accordance with the provisions of the Pacific Radiance Performance Share Plan (the "**Performance Share Plan**"); and
- (b) allot and issue such number of ordinary shares in the capital of the Company as may be required to be delivered pursuant to the vesting of awards under the Performance Share Plan, provided that the aggregate number of new shares to be issued under the Performance Share Plan shall not exceed 15% of the total number of issued shares (excluding treasury shares) from time to time, and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

*(See explanatory note 4)*

**(Resolution 6)**

7. That subject to approval by Tier-1 Shareholders for this resolution and passing of Resolution 7B, Mr. Goh Chong Theng who has served as an Independent Director of the Company for an aggregate period of more than nine years from the date of his first appointment as director, to continue in office as an Independent Director of the Company, for a three-year term, with effect from the date of passing of these resolution until the earlier of his retirement or resignation; or the conclusion of the third AGM following the passing of these resolutions, pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST.

*(See explanatory note 5)*

**(Resolution 7A)**

That subject to approval by Tier-2 Shareholders for this resolution and passing of Resolution 7A, Mr. Goh Chong Theng who has served as an Independent Director of the Company for an aggregate period of more than nine years from the date of his first appointment as director, to continue in office as an Independent Director of the Company, for a three-year term, with effect from the date of passing of these resolution until the earlier of his retirement or resignation; or the conclusion of the third AGM following the passing of these resolutions, pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST.

*(See explanatory note 5)*

**(Resolution 7B)**

8. That subject to approval by Tier-1 Shareholders for this resolution and passing of Resolution 8B, Mr. Ng Tiong Gee who has served as an Independent Director of the Company for an aggregate period of more than nine years from the date of his first appointment as director, to continue in office as an Independent Director of the Company, for a three-year term, with effect from the date of passing of these resolution until the earlier of his retirement or resignation; or the conclusion of the third AGM following the passing of these resolutions, pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST.

*(See explanatory note 5)*

**(Resolution 8A)**

That subject to approval by Tier-2 Shareholders for this resolution and passing of Resolution 8A, Mr. Ng Tiong Gee who has served as an Independent Director of the Company for an aggregate period of more than nine years from the date of his first appointment as director, to continue in office as an Independent Director of the Company, for a three-year term, with effect from the date of passing of these resolution until the earlier of his retirement or resignation; or the conclusion of the third AGM following the passing of these resolutions, pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST.

*(See explanatory note 5)*

**(Resolution 8B)**

BY ORDER OF THE BOARD

Lin Moi Heyang  
Company Secretary

13 April 2022

*Explanatory Notes:-*

1. This Agenda is meant for discussion only as under the provisions of Section 201 of the Companies Act 1967, the Audited Financial Statements need to be laid before the meeting and hence, the matter will not be put forward for voting.
2. Mr. Goh Chong Theng will, upon re-election as a Director of the Company, remain as an Independent Director, Chairman of the Audit Committee, and a member of Remuneration Committee of the Company.

Mr. Ng Tiong Gee will, upon re-election as a Director of the Company, remain as an Independent Director, Chairman of the Nominating Committee, and a member of Audit Committee and Remuneration Committee of the Company.

**Key information on the retiring directors can be found on pages 37 to 42 of the Annual Report.**

3. The ordinary resolution no. 5 is to authorise the Directors of the Company from the date of this AGM until the next AGM to issue shares and convertible securities in the Company up to an amount not exceeding in aggregate 50 percent of total number of shares excluding treasury shares of the Company, of which the total number of shares and convertible securities issued other than on a pro-rata basis to existing shareholders shall not exceed 20 percent of the total number of issued shares excluding treasury shares of the Company at the time the resolution is passed, for such purposes as they consider would be in the interests of the Company. This authority will, unless revoked or varied at a general meeting, expire at the next AGM of the Company.
4. The ordinary resolution no. 6 is to authorise the Directors of the Company from the date of this AGM until the next AGM of the Company, or the date by which the next AGM 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 offer and grant awards under the Performance Share Plan, and to allot and issue shares in the capital of the Company pursuant to the Performance Share Plan provided that the aggregate number of shares to be issued under the Performance Share Plan does not exceed 15% of the total number of issued shares excluding treasury shares of the Company from time to time.
5. Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST, which took effect from 1 January 2022, requires a director who has been a director for an aggregate period of more than 9 years (whether before or after listing) and whose continued appointment as an independent director to seek approval in separate resolutions by (A) all shareholders; and (B) shareholders, excluding the directors and the chief executive officer of the company, and associates of such directors and chief executive officer.

Mr. Goh Chong Theng and Mr. Ng Tiong Gee were appointed as Directors of the Company since 28 October 2013.

The ordinary resolutions nos. 7A, 7B, 8A and 8B, if passed, will allow Mr. Goh Chong Theng and Mr. Ng Tiong Gee, who have served as Independent Directors of the Company for an aggregate period of about nine years from the date of their first appointment as Directors, to continue in office as Independent Directors for a three-year term, with effect from the date of passing of these resolutions until the earlier of their retirement or resignation; or the conclusion of the third AGM following the passing of these resolutions.

The ordinary resolution nos. 7A and 8A are to be voted by Tier-1 Shareholders and ordinary resolution nos. 7B and 8B are to be voted by Tier-2 Shareholders as follows:-

Tier-1 Shareholders : All shareholders

Tier-2 Shareholders : All shareholders, excluding shareholders who also serve as the Directors or the Chief Executive Officer of the Company, and associates of such Directors and Chief Executive Officer.

Mr. Goh Chong Theng and Mr. Ng Tiong Gee will be re-designated as Non-executive Non-independent Directors by 27 October 2022, in the event that the ordinary resolution nos. 7 and 8 are not carried at the AGM of the Company.

### **Participation in the AGM via live webcast or live audio feed**

1. As the AGM will be held by way of electronic means, Shareholders will NOT be able to attend the AGM in person. Instead, alternative arrangements have been put in place to allow Shareholders to participate at the AGM by:-
  - (a) watching the AGM proceedings via live audio-visual webcast or listening to the AGM proceedings via live audio-only feed,
  - (b) submitting questions in advance of the AGM; and/or
  - (c) appointing the Chairman of the Meeting as proxy to vote on their behalf at the AGM.
2. Shareholders are required to pre-register their participation in the AGM (**Pre-registration**) at this link: <https://complete-corp.com/pacificradianc-agm/> (**AGM Registration and Q&A Link**) by 10.00 a.m. on 25 April 2022, Monday (**Registration Deadline**) for verification of their status as Shareholders (or the corporate representatives of such Shareholders).

3. Upon successful verification, each such Shareholder or its corporate representative will receive an email by 3.00 p.m. on 27 April 2022, Wednesday. The email will contain instructions to access the webcast or audio feed of the AGM proceedings. Shareholders or their corporate representatives must not forward the email to other persons who are not Shareholders and who are not entitled to participate in the AGM proceedings. Shareholders or their corporate representatives who have pre-registered by the Registration Deadline but do not receive an email by 3.00 p.m. on 27 April 2022 may contact Complete Corporate Services Pte. Ltd. by email at [prl-agm@complete-corp.com](mailto:prl-agm@complete-corp.com).

### **Voting by Proxy**

4. A Shareholder (whether individual or corporate) must submit his/her/its proxy form appointing the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such Shareholder wishes to exercise his/her/its voting rights at the AGM. The proxy form for the AGM may be accessed at this link: <https://complete-corp.com/pacificradiance-agm/> and is available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
5. Where a Shareholder (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the proxy form, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.
6. The duly executed Proxy Form can be submitted to the Company in the following manner:
  - a) if submitted in hard copy by post, be lodged at the office of Complete Corporate Services Pte Ltd at 10 Anson Road, #29-07 International Plaza, Singapore 079903; or
  - b) if submitted electronically, by sending a scanned pdf copy by email to [prl-agm@complete-corp.com](mailto:prl-agm@complete-corp.com)in either case, at least 72 hours before the time appointed for the AGM (the “**Proxy Deadlines**”).
7. A Shareholder who wishes to submit a Proxy Form 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.
8. The Company will treat any valid Proxy Form appointing other person(s) as proxy(ies) as a valid Proxy Form appointing the Chairman of the Meeting as the Shareholder’s proxy to attend, speak and vote at the AGM.
9. Submission by a Shareholder of a valid Proxy Form appointing the Chairman of the Meeting as proxy at least 72 hours before the time for holding the AGM will supersede any previous Proxy Form appointing a proxy(ies) submitted by that Shareholder.
10. Investors who hold their Shares through relevant intermediaries as defined in Section 181 of the Companies Act 1967 (including CPF investors, SRS investors and holders under depository agents) and who wish to exercise their votes by appointing the Chairman of the Meeting as proxy should approach their respective relevant intermediaries (including their respective CPF agent banks, SRS approved banks or depository agents) to submit their voting instructions by 5.00 p.m. on 18 April 2022 in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the Meeting to vote on their behalf **no later than the Proxy Deadlines**.

### **Submission of questions prior to the AGM**

11. Shareholders may submit questions related to the resolutions to be tabled at the AGM during Pre-registration via the AGM Registration and Q&A Link so that they may be addressed during the AGM proceedings.

12. The Board of Directors of the Company will endeavour to address all substantial and relevant questions received from Shareholders prior to the AGM by publishing the responses to those questions on SGXNET at the URL <https://www.sgx.com/securities/company-announcements> and the Company's website at the URL <https://pacificradiance.listedcompany.com/home.html>. Where substantial and relevant questions submitted by Shareholders are unable to be addressed prior to the AGM, the Company will address them during the AGM through the live audio-visual webcast and live audio-only feed.
13. The Company shall only address relevant and substantial questions (as may be determined by the Company in its sole discretion) received. The Company will publish the minutes of the AGM on SGXNET and the Company's website within one month after the date of AGM.

**Important Reminder:**

In view of the constantly evolving COVID-19 situation, the Company may be required to change its AGM arrangements at short notice. Shareholders are advised to regularly check the Company's website or announcements released on SGXNET for the latest updates on the status of AGM. Shareholders are also strongly encouraged to submit completed Proxy Forms electronically via email.

**Personal data privacy:**

By (a) submitting an instrument appointing the Chairman of the Meeting as a proxy to vote at the AGM and/or any adjournment thereof, or (b) completing the Pre-registration in accordance with this Notice, or (c) submitting any question prior to the AGM in accordance with this Notice, a Shareholder of the Company consents to the collection, use and disclosure of the Shareholder's personal data by the Company (or its agents or service providers) for the purposes of processing and administration by the Company (or its agents or service providers) of proxy forms appointing the Chairman of the Meeting as a proxy for the AGM (including any adjournment thereof), processing of the Pre-registration for purposes of granting access to Shareholders (or their corporate representatives in the case of Shareholders which are legal entities) to the live audio-visual webcast or live audio-only feed of the AGM proceedings and providing them with any technical assistance where necessary, addressing relevant and substantial questions from Shareholders received before the AGM and if necessary, following up with the relevant Shareholders in relation to such questions, preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof) and enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.