
NOTICE OF EXTRAORDINARY GENERAL MEETING

PACIFIC RADIANCE LTD.

(Incorporated in the Republic of Singapore)
(Company Registration Number: 200609894C)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of Pacific Radiance Ltd. (the “**Company**”) will be held at 15 Pandan Road, Singapore 609263 on 29 December 2023 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications the following ordinary resolution set out below.

*All capitalised terms used in this Notice of EGM which are not defined herein shall, unless the context otherwise requires, have the same meanings ascribed to them in the circular issued by the Company to the Shareholders dated 14 December 2023 (the “**Circular**”).*

ORDINARY RESOLUTION: THE PROPOSED RIGHTS ISSUE

It is RESOLVED that:

- (a) the renounceable non-underwritten rights issue (the “**Proposed Rights Issue**”) of up to 1,352,128,371 Rights Shares, at the Issue Price of S\$0.023 for each Rights Share (the “**Issue Price**”), on the basis of three (3) Rights Shares for every one (1) existing Share held by shareholders of the Company (“**Shareholders**”) as at a time and date as the Directors may, in their absolute discretion, determine (“**Record Date**”), fractional entitlements to be disregarded, be and is hereby approved;
- (b) the authority be and is hereby given to the Directors (or any of them) to:
 - (i) allot and issue up to 1,352,128,371 Rights Shares at the Issue Price for each Rights Share;
 - (ii) provisionally allot and issue up to 1,352,128,371 Rights Shares at the Issue Price for each Rights Share on the basis of three (3) Rights Shares for every one (1) existing Share held by Shareholders as at the Record Date, fractional entitlements to be disregarded, on such terms and conditions as the Directors may think fit:
 - (A) the provisional allotments of the Rights Shares pursuant to the Proposed Rights Issue shall be made on a renounceable non-underwritten basis to Shareholders whose names appear in the Register of Members of the Company or the records of The Central Depository (Pte) Limited (“**CDP**”) as at the Record Date with registered addresses in Singapore, or who have, at least three (3) Market Days prior to the Record Date, provided to the CDP or the share registrar of the Company (“**Share Registrar**”), as the case may be, addresses in Singapore for the service of notices and documents;
 - (B) no provisional allotment of the Rights Shares shall be made in favour of Shareholders with registered addresses outside Singapore as at the Record Date and who have not, at least three (3) Market Days prior to the Record Date, provided to CDP or the Share Registrar, as the case may be, addresses in Singapore for the service of notices and documents (“**Foreign Shareholders**”);
 - (C) the provisional allotment of the Rights Shares which would otherwise accrue to Foreign Shareholders may be disposed of or dealt with by the Company in such manner and on such terms and conditions as the Directors may in their absolute discretion deem fit for the purpose of renouncing the provisional

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allotments relating thereto to purchasers thereof, and to pool and thereafter distribute the net proceeds, if any, thereof (after deducting all expenses) proportionately to and among such Foreign Shareholders in proportion to their respective shareholdings as at the Record Date, provided that if the amount to be distributed to any single Foreign Shareholder is less than S\$10.00, such amount shall instead be retained or dealt with as the Directors may deem fit in the interests of the Company;

- (D) the provisional allotment of the Rights Shares not taken up or allotted for any reason or which represent fractional entitlements disregarded in accordance with the term of the Proposed Rights Issue shall be used to satisfy applications for Excess Rights Shares (if any) or disposed of or otherwise dealt with in such manner as the Directors may in their absolute discretion deem fit in the interests of the Company;
 - (E) the Rights Shares when issued and fully paid-up will rank *pari passu* in all respects with the then existing Shares, save for any dividends, rights, allotments or other distribution that may be declared or paid, the Record Date for which falls before the date of issue of the Rights Shares;
- (c) the Directors or any of them be and are hereby authorised to fix the Record Date in their absolute discretion; and
- (d) the Directors (or any of them) be and are hereby authorised to take such steps, do all such acts, matters and things as they may consider necessary or expedient for the purposes of or in connection with the Proposed Rights Issue (including but not limited to amending, finalising, approving and executing all such documents as may be required in connection with the Proposed Rights Issue), and make such amendments to the terms and conditions of the Proposed Rights Issue and to exercise such discretion as the Directors (or any of them) may in their absolute discretion deem fit, advisable or necessary in connection with all or any of the above matters.

By Order of the Board
Pacific Radiance Ltd.

Pang Yoke Min
Executive Chairman
14 December 2023

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Notes:

General

1. The Extraordinary General Meeting (“**EGM**”) will be held in a wholly physical format at 15 Pandan Road, Singapore 609263, on 29 December 2023 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the resolution set out in the Notice of EGM. **There will be no option to participate virtually.**
2. Printed copies of this Notice of EGM and the Proxy Form will be sent to members by post. This Notice of EGM and the Proxy Form will also be published on SGXNET.

Register in person to attend the EGM

3. Members and (where applicable) duly appointed proxies can attend the EGM in person. To do so, they will need to register in person at the registration counter(s) outside the EGM venue on the day of the event. Every attendee is required to bring his or her NRIC or passport to enable the Company to verify his or her identity. The Company reserves the right to refuse admittance to the EGM if the attendee’s identity cannot be verified accurately. Members are advised not to attend the EGM if they are feeling unwell.
4. Members holding Shares through Relevant Intermediaries (as defined under Section 181(6) of the Companies Act) (other than CPF/SRS Investors) who wish to participate in the EGM in person should approach his or her Relevant Intermediary at least seven (7) working days before the date of the EGM (i.e. by 10:00 a.m. on 20 December 2023) to make the necessary arrangements.

Submission of questions

5. **Submission of questions in advance of the EGM:** Members can submit questions in advance relating to the businesses of the EGM (i) in hard copy by post, to be deposited at the registered office of the Company at 15 Pandan Road, Singapore 609263, or (ii) via electronic mail to prl-egm@complete-corp.com.

All questions by the members must be submitted by 10:00 a.m. on 21 December 2023, being seven (7) calendar days from the date of the Notice of EGM.

When submitting questions via email or by post, members should provide the Company with the following details to enable the Company to verify their status as members: (i) status: individual shareholder or corporate representative; (ii) full name/full company name (as per CDP/CPF/SRS/Scrip-based records); (iii) NRIC/FIN/Passport No./UEN; (iv) electronic mail address; and (v) contact number (optional).

6. **Submission of questions during the EGM:** Members and their proxy(ies) attending the EGM may ask questions in person at the EGM.

Voting

7. Members (including CPF/SRS Investors) can vote at the EGM themselves or through duly appointed proxy(ies). A member who wishes to appoint a proxy(ies) must submit an instrument appointing the proxy(ies) in accordance with the instructions on the Proxy Form.
8. If a member wishes to appoint a proxy(ies) to attend and vote on his or her behalf, he or she should submit the instrument appointing the proxy(ies) to the Company in the following manner:
 - (a) if submitted by post, deposited at the registered office of the Company’s polling agent, Complete Corporate Services Pte Ltd, at 10 Anson Road, #29-07 International Plaza, Singapore 079903; or
 - (b) if submitted by electronic mail, be sent to prl-egm@complete-corp.com,

in each case, by 10:00 a.m. on 26 December 2023, being not less than 72 hours before the time appointed for holding the EGM, and in default the instrument of proxy shall not be treated as valid.

9. 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.

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10. CPF/SRS Investors may:
- (a) vote live at the EGM if they are appointed as proxies by their respective CPF Agent Banks/SRS Operators, and should contact their respective CPF Agent Banks/SRS Operators if they have questions regarding their appointment as proxies; or
 - (b) appoint the Chairman of the EGM as proxy to vote on their behalf at the EGM, in which case they should approach their respective CPF Agent Banks/SRS Operators no later than 10:00 a.m. on 20 December 2023 (being seven (7) working days before the EGM).

Other Information

11. A member of the Company entitled to attend and vote at the EGM, and who is not a Relevant Intermediary (as defined under Section 181(6) of the Companies Act), is entitled to appoint one proxy or two proxies to attend and vote in his place. A member of the Company who is a Relevant Intermediary is entitled to appoint more than two proxies to attend and vote in his place, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member.
12. A member who is a Relevant Intermediary entitled to attend and vote at the EGM is entitled to appoint more than one proxy to attend and vote instead of the member, 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 one proxy, it should annex to the Proxy Form the list of proxies, setting out, in respect of each proxy, the name, address, email address, NRIC/Passport Number and proportion of shareholding (number of Shares and percentage) in relation to which each proxy has been appointed. For the avoidance of doubt, a CPF Agent Bank/SRS Operator who intends to appoint CPF/SRS investors as its proxies shall comply with this note to the Notice of EGM. The appointments shall be invalid unless the member specifies the number of Shares in relation to which each proxy has been appointed in the Proxy Form.
13. The completion and return of a Proxy Form by a member does not preclude him from attending and voting in person at the EGM should he subsequently decide to do so, although the appointment of the proxy shall be deemed to be revoked by such attendance.
14. A Depositor shall not be regarded as a member of the Company and shall not be entitled to attend the EGM and to speak and vote thereat unless his name appears on the Depository Register as at 72 hours before the EGM (i.e. 10:00 a.m. on 26 December 2023).
15. A proxy need not be a member of the Company. The Chairman of the Meeting, as proxy, need not be a member of the Company.
16. A corporation which is a member of the Company may authorise by resolutions of its directors or other governing body, such person as it thinks fit to act as its representative at the meeting.
17. The instrument appointing a proxy must be signed by the appointor or his/her attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it shall be executed either under its common seal or under the hand of any officer or attorney duly authorised. The power of attorney or other authority, if any, under which the instrument of proxy is signed on behalf of the member or duly certified copy of that power of attorney or other authority (failing previous registration with the Company) shall be attached to the instrument of proxy, failing which the instrument may be treated as invalid.

Important Reminder

Due to the constantly evolving COVID-19 situation, the Company may be required to change its EGM arrangements at short notice. Members are advised to regularly check the Company's website or announcements released on SGXNET for updates on the EGM.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company:

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- (i) 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 and administration by the Company (or its agents or service providers) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**");
- (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member 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) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and
- (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.