
NOTICE OF EXTRAORDINARY GENERAL MEETING

ASIA-PACIFIC STRATEGIC INVESTMENTS LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 200609901H)

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“**EGM**”) of the shareholders of Asia-Pacific Strategic Investments Limited (the “**Company**”) will be held by way of electronic means on 6 February 2023 at 2.00 p.m. for the purpose of considering and, if thought fit, passing with or without modifications, the ordinary resolution set out below.

*All capitalised terms in this Notice which are not defined herein shall have the same meaning as ascribed to them in the Company’s circular dated 20 January 2023 (the “**Circular**”).*

ORDINARY RESOLUTION: THE PROPOSED DISPOSAL OF 100% OF THE ISSUED SHARES IN ZHEJIANG ZHONGFANG YASHE HOTEL MANAGEMENT CO., LTD, A 100% OWNED SUBSIDIARY OF ZHONGFANG LIANHE GRAND CANAL CULTURE TOURISM GROUP CO., LTD, AND THE HOTEL AND RELATED ASSETS OWNED BY ZHONGFANG LIANHE GRAND CANAL CULTURE TOURISM GROUP CO., LTD, A 78.5%-OWNED DIRECT SUBSIDIARY OF THE COMPANY

THAT:

- (a) approval be and is hereby given for the proposed disposal of 100% of the issued shares in Zhejiang Zhongfang Yashe Hotel Management Co., Ltd (浙江中房雅舍酒店管理有限公司, a 100%-owned subsidiary of Zhongfang Lianhe Grand Canal Culture Tourism Group Co., Ltd (中房联合大运河文化旅游集团有限公司), and the Hotel Assets owned by Zhongfang Lianhe Grand Canal Culture Tourism Group Co., Ltd (中房联合大运河文化旅游集团有限公司), a 78.5%-owned direct subsidiary of the Company, as a major transaction under Chapter 10 of the Catalist Rules;
- (b) the Directors be authorised to do all such acts and things (including, without limitation, entering into all such transactions, arrangements and agreements and executing all such documents) as they may consider necessary or expedient for the purposes of giving effect to the Acquisition Agreement, the Assignment Agreement, the Side Letter and the Proposed Disposal; and
- (c) any and all actions taken by any Director or the Company in respect of the matters considered in this resolution be and are hereby approved and ratified.

BY ORDER OF THE BOARD

Dato’ Dr. Choo Yeow Ming
Chairman and Chief Executive Officer
20 January 2023

Notes:

Shareholders of the Company (“**Shareholders**”) should take note of the following arrangements for the EGM of the Company.

1. **No attendance in person:** Pursuant to the COVID-19 (Temporary Measures) Act 2020 (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020, the Company has the option to hold a virtual meeting, even where the Company is permitted under safe distancing regulations to hold a physical meeting. Due to current COVID-19 situation and the Company’s efforts to minimise physical interactions and keep COVID-19 transmission risk to a minimum, the EGM of the Company will be held by way of electronic means. Shareholders will NOT be allowed to attend the EGM in person.
2. **“Live” webcast and “live” audio feed:** Shareholders will be able to watch the EGM proceedings through a “live” webcast via their mobile phones, tablets or computers or listen to these proceedings through a “live” audio feed via telephone.
3. **Online Pre-registration required to attend the EGM:** All Shareholders as well as investors who hold shares of the Company (“**Shares**”) through the Central Provident Fund (“**CPF**”) or Supplementary Retirement Scheme (“**SRS**”, and such investors “**CPF/SRS Investors**”), who wish to attend the EGM must pre-register online at the URL: <https://globalmeeting.bigbangdesign.co/apsi2023egm/> (“**Pre-registration Website**”) no later than 2.00 p.m. on 4 February 2023 (the “**Registration Deadline**”) for verification purposes. Shareholders who wish to appoint a person or persons (other than the Chairman of the EGM (“**Chairman**”)) as a proxy or proxies to attend and vote at the EGM on their behalf must pre-register their proxy(ies) for the EGM no later than the Registration Deadline.

Investors who hold Shares through relevant intermediaries (as defined in Section 181 of the Companies Act 1967 of Singapore (“**Companies Act**”)) or depository agents (as defined in Section 81SF of the Securities and Futures Act 2001 of

NOTICE OF EXTRAORDINARY GENERAL MEETING

Singapore) (together, “**Relevant Intermediaries**”, and such investors “**Investors**”) (other than CPF/SRS Investors) who wish to attend the EGM should instead approach their Relevant Intermediary as soon as possible in order for the Relevant Intermediary to make the necessary arrangements to pre-register.

Following successful verification by the Company, a confirmation email which contains unique user credentials and/or instructions on how to join the webcast or live audio feed, and other relevant matters (the “**Confirmation Email**”) will be sent to authenticated Shareholders, proxies and Investors who have been pre-registered for the EGM by the Registration Deadline at the email specified in their pre-registration details. Shareholders, proxies and Investors who do not receive the Confirmation Email by 2.00 p.m. on 5 February 2023 but have been pre-registered for the EGM by the Registration Deadline should contact the Company’s webcast vendor via email at webcast@bigbangdesign.co immediately.

4. **Submission of Questions:** Shareholders who registered and have been authenticated as members of the Company will be able to ask questions relating to the resolution to be tabled for approval at the EGM during the EGM by submitting text questions via the chatbox function to input their queries upon joining the webcast. The Company will endeavour to respond to such queries during the EGM as far as reasonably practicable.

Shareholders and Investors may also submit questions in advance of the EGM. All questions, together with the full names, identification numbers, contact numbers, email addresses of the Shareholders and Investors and manner in which they hold Shares in the Company, must be submitted no later than 2.00 p.m. on 27 January 2023 via the Pre-registration Website at the URL: <https://globalmeeting.bigbangdesign.co/apsi2023egm/> or via email to contact@asiastrategic.com.sg. All substantial and relevant questions received by the Company from the Shareholders prior to the deadline of 2.00 p.m. on 27 January 2023 will be addressed by the Company at least 48 hours prior to the closing date and time for the lodgement of the Proxy Forms, and the responses will be published on the SGXNet at the URL <https://www.sgx.com/securities/company-announcements> before 2.00 p.m. on 2 February 2023, and also on the Company’s website at <http://asiastrategic.com.sg>. Substantial and relevant questions which are submitted after 2.00 p.m. on 27 January 2023 will be consolidated and addressed either before the EGM via an announcement on SGXNet or at the EGM.

5. **Voting by Shareholders:** Shareholders who wish to exercise their voting rights at the EGM may:

- (i) (where the Shareholder is an individual) attend and vote “live” at the EGM;
- (ii) (where the Shareholder is an individual or a corporate) appoint proxy(ies) to attend and vote “live” at the EGM on their behalf; and
- (iii) (where the Shareholder is an individual or a corporate) appoint the Chairman as proxy to vote on their behalf.

“Live” voting will be conducted during the EGM. **It is important for Shareholders and proxies to have their own web-browser enabled devices ready for voting during the EGM. Examples of web-browser enabled devices include mobile smartphones, laptops, tablets or desktop computers with internet capabilities.**

Shareholders and proxies who have indicated their preference for “live” voting during preregistration may cast their votes at the EGM by following the instructions provided in the Confirmation Email.

Shareholders and proxies should therefore have their Confirmation Email containing the instructions handy for reference. Instructions will be provided at the start of the EGM on how to vote. For the avoidance of doubt, “live” voting is not permissible by the audio-only feed.

6. **Appointment of Proxies:**

- (i) Shareholders who wish to appoint proxies (other than the Chairman of the EGM) to attend the EGM and vote “live” at the EGM on their behalf must do both of the following:
 - (A) complete and submit the Proxy Form in accordance with the instructions below; and
 - (B) pre-register the proxy(ies) at the Pre-registration Website by the Registration Deadline.
- (ii) As an alternative to “live” voting, Shareholders may also vote at the EGM by appointing the Chairman of the EGM as proxy to vote on their behalf in respect of all the Shares held by them.

If a Shareholder wishes to appoint a proxy or proxies (including the Chairman) to vote at the EGM on their behalf, duly completed Proxy Forms must be deposited with the Company by:

- (a) via post 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) via electronic mail to main@zicoholdings.com, enclosing a clear scanned completed and signed Proxy Form.

The Proxy Form must be executed under the hand of the appointor or of his attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. The dispensation of the use of common seal pursuant to the Companies Act 1967 is applicable at this EGM. Where the Proxy Form is executed by an attorney on behalf of the appointor the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument.

Proxy Forms must be received by the Company by 2.00 p.m. on 4 February 2023 (being 48 hours before the time appointed for the holding of the EGM). Proxy Forms can be downloaded from SGXNet at the URL: <http://www.sgx.com/securities/company-announcements>. In the Proxy Form, a Shareholder should specifically direct the proxy on how he/she is to vote for or vote against (or abstain from voting on) the resolution to be tabled at the EGM. If no specific direction as to voting is given, the proxy will vote or abstain from voting at his/her discretion. For appointment of the

NOTICE OF EXTRAORDINARY GENERAL MEETING

Chairman of the EGM as proxy, specific directions as to voting must be given. Failing which, the appointment of the Chairman of the EGM as proxy will be treated as invalid.

In view of the COVID-19 situation, the Company encourages Shareholders to submit the completed and signed Proxy Form via electronic mail. The Company may reject any instrument appointing a proxy lodged if the Shareholder appointing the proxy is not shown to have Shares entered against his/her/its name in the Depository Register as at 72 hours before the time appointed for holding the EGM as certified by CDP to the Company.

A Shareholder (who is not a Relevant Intermediary) entitled to attend and vote at a meeting of the Company is entitled to appoint one or two proxies to attend and vote on his/her/its behalf. A proxy need not be a Shareholder. Where a Shareholder appoints two proxies, the appointments shall be invalid unless he/she/it specifies the number of Shares or proportion of his/her/its shareholding to be represented by each proxy. A Shareholder who is a Relevant Intermediary is entitled to appoint more than two proxies to attend and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such Shareholder. Where such Shareholder appoints two or more proxies, the appointments shall be invalid unless such Shareholder specifies the number of Shares to be represented by each proxy.

7. Voting by Investors holding Shares through Relevant Intermediaries (including CPF/SRS Investors):

Investors holding Shares through Relevant Intermediaries (including CPF/SRS Investors) may exercise their votes in the following manner:

- (i) vote "live" at the EGM, if they are appointed as proxies by their respective Relevant Intermediaries (including CPF Agent Banks and SRS Operators); or
- (ii) specify their voting instructions to/arrange for their votes to be submitted by their respective Relevant Intermediaries (including CPF Agent Banks and SRS Operators).

Investors holding Shares through Relevant Intermediaries should not make use of the Proxy Form. Only Investors that have been duly appointed as proxies by their respective Relevant Intermediary and pre-register at the Pre-registration Website by the Registration Deadline may vote "live" at the EGM.

CPF/SRS Investors who wish to exercise their votes should approach their respective CPF Agent Bank/SRS Operator at least 7 working days before the EGM (that is, by 2.00 p.m. on 26 January 2023).

8. **Voting Results:** An independent scrutineer will be appointed by the Company to direct and supervise the counting and validation of all valid votes cast through "live" voting and through Proxy Forms received as of the above-mentioned deadline. The voting results will be announced during the EGM (and displayed onscreen for the "live" webcast) in respect of the resolution put to the vote at the EGM. The Company will also issue an announcement on SGXNet on the results of the resolution put to vote at the EGM.
9. **Minutes of EGM:** The Company will publish the minutes of the EGM on the Company website and on SGXNet within one month after the date of the EGM, and the minutes will include the responses to substantial and relevant questions from shareholders which are addressed during the EGM.

Documents and Information Relating to the EGM

Documents and information relating to the EGM (including the Notice of EGM and the Proxy Form) have been published on the SGXNet. Printed copies of the Notice of EGM and the Proxy Form will not be sent to Shareholders. In view of the evolving COVID-19 situation, Shareholders are advised to continue to check SGXNet regularly for any updates relating to the EGM.

Personal data privacy:

Where a Shareholder submits an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof or completes the Pre-registration in accordance with the Notice, a Shareholder (i) consents to the collection, use and disclosure of the Shareholder's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof); the 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 webcast or live audio feed of the EGM proceedings and providing them with any technical assistance where necessary; and the preparation and compilation of the attendance lists, proxy 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 Shareholder discloses the personal data of the Shareholder's proxy(ies) and/or representative(s) to the Company (or its agents), the Shareholder 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 Shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Shareholder's breach of warranty.