

# Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting (“AGM”) of LINCOTRADE & ASSOCIATES HOLDINGS LIMITED will be held at 39 Sungei Kadut Loop Singapore 729494 on Wednesday, 26 October 2022 at 3.00 p.m. for the following purposes: -

## AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 30 June 2022 together with the Statement by Directors and Auditors’ Report thereon. **Resolution 1**
2. To re-elect Mr Tan Jit Meng who is retiring under Article 122 of the Company’s Constitution. **Resolution 2**  
*(See Explanatory Note 1)*
3. To re-elect Dr Tan Kok Heng who is retiring under Article 122 of the Company’s Constitution. **Resolution 3**  
*(See Explanatory Note 2)*
4. To re-elect Mr Lu King Seng who is retiring under Article 122 of the Company’s Constitution. **Resolution 4**  
*(See Explanatory Note 3)*
5. To re-elect Mr Wee Shuo Siong Milton who is retiring under Article 122 of the Company’s Constitution. **Resolution 5**  
*(See Explanatory Note 4)*
6. To re-appoint Messrs RSM Chio Lim LLP, as auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 6**
7. To transact any other ordinary business which may be properly transacted at an Annual General Meeting.

## AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolution (with or without amendments) as an Ordinary Resolution: -

8. AUTHORITY TO ALLOT AND ISSUE SHARES **Resolution 7**

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

  - (I) (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 (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 may in their absolute discretion deem fit; and

(II) (notwithstanding that 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 while this Resolution was in force,

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provided that:

- (a) 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), shall not exceed one hundred per cent (100%) of the total number of issued Shares in the capital of the Company (excluding treasury shares and subsidiary holdings) (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 the existing members of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed fifty per cent (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (b) below);
- (b) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) that may be issued under sub-paragraph (a) above, the percentage of the issued Shares shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed, after adjusting for:
  - (i) new Shares arising from the conversion or exercise of any convertible securities;
  - (ii) new Shares arising from the exercise of share options or vesting of share awards which are outstanding and/or subsisting at the time of the passing of this Resolution, provided the share options or share awards (as the case may be) 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;Any adjustments made in accordance with sub-paragraphs (b)(i) or (b)(ii) above shall only be made in respect of new Shares arising from convertible securities and Instruments which were issued and outstanding and/or subsisting at the time of the passing of this Resolution.
- (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 Act and the Constitution for the time being of the Company; and
- (d) the authority conferred by this Resolution shall, unless revoked or varied by the Company in general meeting, continue to be 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 5)*

BY ORDER OF THE BOARD

Nor Hafiza Alwi  
Company Secretary  
11 October 2022, Singapore

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## Explanatory Notes:

- (1) Ordinary Resolution 2 - Mr Tan Jit Meng will, upon re-election as a Director of the Company, remain as the Managing Director of the Company. Detailed information on Mr Tan Jit Meng can be found in the Annual Report 2022. Save as disclosed therein, there are no other relationships (including immediate family relationships) between Mr Tan Jit Meng and the other Directors of the Company, the Company or its substantial shareholders.
- (2) Ordinary Resolution 3 - Dr Tan Kok Heng will, upon re-election as a Director of the Company, remain as the Independent and Non-Executive Chairman of the Company, as well as the Chairman of Nominating and Remuneration Committees and a member of the Audit Committee. Detailed information on Dr Tan Kok Heng can be found in the Annual Report 2022. Dr Tan Kok Heng is considered by the Board to be independent for the purposes of Rule 704(7) of the Catalyst Rules. There are no relationships (including immediate family relationships) between Dr Tan Kok Heng and the other Directors of the Company, the Company or its substantial shareholders.
- (3) Ordinary Resolution 4 - Mr Lu King Seng will, upon re-election as a Director of the Company, remain as the Independent and Non-Executive Director of the Company, as well as the Chairman of Audit Committee and a member of Nominating and Remuneration Committees. Detailed information on Mr Lu King Seng can be found in the Annual Report 2022. Mr Lu King Seng is considered by the Board to be independent for the purposes of Rule 704(7) of the Catalyst Rules. There are no relationships (including immediate family relationships) between Mr Lu King Seng and the other Directors of the Company, the Company or its substantial shareholders.
- (4) Ordinary Resolution 5 - Mr Wee Shuo Siong Milton will, upon re-election as a Director of the Company, remain as the Non-Independent and Non-Executive Director of the Company, as well as a member of Audit, Nominating and Remuneration Committees. Detailed information on Mr Wee Shuo Siong Milton can be found in the Annual Report 2022. Mr Wee Shuo Siong Milton is considered by the Board to be non-independent for the purposes of Rule 704(7) of the Catalyst Rules. Save as disclosed therein, there are no other relationships (including immediate family relationships) between Mr Wee Shuo Siong Milton and the other Directors of the Company, the Company or its substantial shareholders.
- (5) Ordinary Resolution 7 above, is to authorise the Directors of the Company from the date of the forthcoming AGM until the next AGM of the Company to issue shares and convertible securities in the Company up to an amount not exceeding in aggregate 100% of the total number of issued shares excluding treasury shares and subsidiary holdings of which the total number of shares issued other than on a pro-rata basis to existing members shall not exceed 50% of the total number of issued shares excluding treasury shares and subsidiary holdings for such purposes as they consider would be in the interests of the Company. Rule 806(3) of the Catalyst Rules currently provides for the percentage of the total number of issued shares excluding treasury shares and subsidiary holdings to be calculated on the basis of the total number of issued shares at the time that the Resolution is passed (taking into account the conversion or exercise of any convertible securities or employee share options at the time that the Resolution is passed, which were issued pursuant to previous member approval), adjusted for any subsequent bonus issue, consolidation or subdivision of shares. This authority will, unless revoked or varied at a general meeting, expire at the next AGM of the Company.

## Notes:

1. Printed copies of this notice of AGM (the "**Notice**") and the Company's annual report ("**AR**") will not be sent to members. Instead, this Notice and AR will be sent to members by electronic means via publication on the Company's website at the URL <https://www.lincotrade.com.sg/> and made available on the SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.
2. A proxy need not be a member of the Company.
3. The instrument appointing a proxy or proxies, together with the power of attorney or other authority under which it is signed (if applicable) or a notarial certified copy thereof, must:
  - (a) if sent personally or by post, to the registered office of the Company at 39 Sungei Kadut Loop Singapore 729494; or
  - (b) if submitted by email, be received by the Company at [wkwk@lincotrade.com.sg](mailto:wkwk@lincotrade.com.sg).

A member who wishes to submit an instrument of proxy must first download, print, complete and sign the proxy form, before submitting it by post to the address provided above, or by scanning and sending it by email to the email address provided above. The proxy form for the AGM can be accessed at URLs <https://www.lincotrade.com.sg/> and <https://www.sgx.com/securities/company-announcements>.

4. For investors who hold shares through relevant intermediaries, including CPF and SRS investors, who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes, at least seven (7) working days before the time appointed for the holding of the AGM (ie. by 3.00 p.m. on 13 October 2022). CPF investors and/or SRS investors are requested to contact their respective CPF and/or SRS Operators for any queries they may have with regard to the appointment of the Chairman of the Meeting as proxy for the AGM.
5. Except for a member who is a Relevant Intermediary as defined under Section 181(6) of the Act, a member entitled to attend and vote at this meeting is entitled to appoint not more than two proxies to attend and vote in his stead.

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6. Where a member appoints more than one proxy, he/she should specify the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy. If no percentage is specified, the first named proxy shall be treated as representing 100 per cent of the shareholding and the second named proxy shall be deemed to be an alternate to the first named.
7. A member who is a Relevant Intermediary is entitled to appoint more than two proxies to attend and vote at this meeting, but each proxy must be appointed to exercise the rights attached to a different shares held by such member. Where such member appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the proxy form.
8. If the appointor is a corporation, the proxy must be executed under seal or the hand of its duly authorised officer or attorney.
9. A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time appointed for holding the AGM in order for the Depositor to be entitled to attend and vote at the AGM.

## IMPORTANT INFORMATION

The AGM is being convened and will be held physically 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 (“**Physical Meeting**”).

### 1. Attendance

Due to the COVID-19 situation, the Company may restrict the number of attendees at the Physical Meeting to such number as the Directors may determine in compliance with the prevailing Ministry of Health advisory.

### 2. Voting

Voting on the resolutions tabled at the AGM will be by poll in accordance with the Constitution of the Company.

### 3. Submission of Questions in Advance

Members may submit their questions in relation to the resolutions of the AGM by email to:-

(a) email to: [wlkwek@lincotrade.com.sg](mailto:wlkwek@lincotrade.com.sg); or

(b) post to the registered office at 39 Sungei Kadut Loop Singapore 729494

All questions must be submitted within 7 calendar days from the date of this Notice of AGM, i.e. by **6.00 p.m. on 18 October 2022** (“**Cut-Off Time**”).

The Company will endeavor to address questions which are substantial and relevant and received from members who are verifiable against the Depository Register or the Register of Members. The Company's responses to members' questions will be posted on the SGXNet and the Company's website not later than 48 hours before the closing date and time for the lodgement of the Proxy Forms, i.e. by **3.00 p.m. on 21 October 2022**.

Verified members and Proxy(ies) attending the Physical Meeting will be able to ask questions in person at the AGM venue. The Company will, within one month after the date of the AGM, publish the minutes of the AGM on SGXNET and the Company's website and the minutes will include the responses to the questions referred to above.

### 4. Precautionary measures to minimise the risk of COVID-19

The following steps will be taken for the members and others attending the AGM to help to minimise the risk of community spread of the virus:

- (a) All attendees must comply with the prevailing guidelines on safe distancing and wearing of face masks at the AGM Venue are encouraged.
- (b) Members and Proxy(ies) who are feeling unwell on the date of the AGM are advised not to attend the Physical Meeting.
- (c) Members and Proxy(ies) who intend to attend the AGM are advised to arrive at the Physical Meeting earlier, as the measures mentioned above may cause delay in the registration process.
- (d) To reduce close contact, there will not be any food served at the AGM.

The Company seeks the understanding and co-operation of all Members to safeguard public health and safety and minimise the risk of community spread of COVID-19.

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## **Further Updates**

Members should note that the manner of conducting the AGM may be subject to further changes based on the evolving COVID-19 situation, any legislative amendments and any directives or guidelines from government agencies or regulatory authorities. Any changes to the manner of conducting the AGM will be announced by the Company on SGXNET. Members are advised to check SGXNET and the Company's website regularly for any further updates.

## **Personal Data Privacy**

By submitting a proxy form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member'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 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) 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 representatives(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representatives(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representatives(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.

*This announcement has been reviewed by the Company's sponsor, RHB Bank Berhad, through its Singapore branch (the "Sponsor") in accordance with Rule 226(2) (b) of the Catalist Rules. It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "Exchange") and the Exchange assumes no responsibility for the contents of this document, including the correctness of any of the statements or opinions made or reports contained in this document.*

*The contact person for the Sponsor is Mr. Alvin Soh, Head, Corporate Finance, RHB Bank Berhad, Singapore branch, at 90 Cecil Street, #04-00 Singapore 069531, Telephone: +65 6320 0627.*