

ANNUAL GENERAL MEETING::VOLUNTARY

Issuer & Securities

Issuer/ Manager

CHASEN HOLDINGS LIMITED

Security

CHASEN HOLDINGS LIMITED - SG1X55941717 - 5NV

Announcement Details

Announcement Title

Annual General Meeting

Date & Time of Broadcast

12-Jul-2022 21:38:52

Status

New

Announcement Reference

SG220712MEETKUPW

Submitted By (Co./ Ind. Name)

Low Weng Fatt

Designation

Managing Director and CEO

Financial Year End

31/03/2022

Event Narrative

Narrative Type	Narrative Text
Additional Text	The annual general meeting of the Company ("AGM") will be held by way of electronic means and shareholders of the Company will not be able to attend the AGM in person.
Additional Text	Please refer to the following documents attached for more information on the alternative arrangement for shareholders of the Company to participate in the AGM by way of electronic means:-
Additional Text	<ol style="list-style-type: none"> 1. Notice of AGM 2. Proxy form for the AGM 3. Important notice to shareholders regarding the Company's AGM to be held on 28 July 2022

Event Dates

Meeting Date and Time

28/07/2022 11:00:00

Response Deadline Date

25/07/2022 11:00:00

Event Venue(s)

Place

Venue(s)	Venue details
Meeting Venue	The AGM held by way of electronic means.

Attachments

[CHL - Notice of AGM 20220713.pdf](#)

[CHL - Proxy Form 20220713.pdf](#)

[CHL - Annt - Important Notice to Shareholders.pdf](#)

Total size =444K MB

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “**Meeting**” or “**AGM**”) of **CHASEN HOLDINGS LIMITED** (the “**Company**”) will be held on the 28th day of July 2022 at 11.00 a.m. via electronic means, for the purpose of considering and if thought fit, passing the following resolutions as Ordinary Resolutions, with or without any modifications:

AS ORDINARY BUSINESSES

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company and of the Group for the financial year ended 31 March 2022 together with the Auditors’ Report thereon. **(Resolution 1)**
2. To re-elect Mr Low Weng Fatt, the Managing Director retiring pursuant to Rule 720(5) of the Listing Manual of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”).
[See Explanatory Note (i)] **(Resolution 2)**
3. To re-elect Mr Chew Mun Yew, a Director retiring pursuant to Regulation 120 of the Company’s Constitution.
[See Explanatory Note (ii)] **(Resolution 3)**
4. To re-elect Mr Chew Choy Seng, a Director retiring pursuant to Regulation 120 of the Company’s Constitution.
[See Explanatory Note (iii)] **(Resolution 4)**
5. To approve the payment of Directors’ fees of up to S\$400,000 for the financial year ending 31 March 2023, with payment to be made quarterly in arrears. (2022: S\$400,000) **(Resolution 5)**
6. To re-appoint Messrs Mazars LLP as the Auditors of the Company and to authorize the Directors of the Company to fix their remuneration. **(Resolution 6)**
7. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

AS SPECIAL BUSINESSES

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

8. **Authority to allot and issue shares in the capital of the Company**

That pursuant to Section 161 of the Companies Act 1967 (the “**Companies Act**”) and Rule 806 of the Listing Manual of the 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; and
- (c) complete and do all such acts and things, including without limitation, executing all such documents and approving any amendments, alterations or modifications to any documents as they may consider necessary, desirable or expedient to give effect to this Resolution;

provided that:

- (1) the aggregate number of Shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) and Instruments to be issued pursuant to this Resolution shall not exceed 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 (2) below), of which the aggregate number of Shares and Instruments to be issued other than on a *pro-rata* basis to existing shareholders of the Company shall not exceed 20% 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 (2) below);

NOTICE OF ANNUAL GENERAL MEETING

- (2) (subject to such manner of calculations as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares and Instruments that may be issued under sub-paragraph (1) above, the number of issued Shares and Instruments shall be based on the 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:
- (a) new Shares arising from the conversion or exercise of the Instruments or any convertible securities;
 - (b) new Shares arising from exercising share options or vesting of share awards, provided the share options or share awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and
 - (c) any subsequent bonus issue, consolidation or subdivision of Shares;

Adjustments in accordance with sub-paragraph (2)(a) or sub-paragraph (2)(b) above 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 this Resolution.

- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company; and
- (4) unless revoked or varied by the Company in a general meeting, the authority conferred by this Resolution shall continue in force (i) until the conclusion of the next annual general meeting (“**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 or (ii) in the case of Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution, until the issuance of such Shares in accordance with the terms of the Instruments.

[See Explanatory Note (iv)]

(Resolution 7)

9. **Renewal of Share Buyback Mandate**

That:

- (a) for the purposes of the Companies Act, the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire the Shares not exceeding in aggregate the Prescribed Limit (as hereinafter defined), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as hereinafter defined), whether by way of:
- (i) on-market purchases, transacted on the SGX-ST or through one or more duly licensed stockbrokers appointed by the Company for the purpose (each a “**Market Purchase**”); and/or
 - (ii) off-market purchases (if effected otherwise than on the SGX-ST) in accordance with an equal access scheme(s) as may be determined or formulated by the Directors as they may consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act and the Listing Rules (each an “**Off Market Purchase**”),
- (the “**Share Buyback Mandate**”),
- (b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Buyback Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the passing of this Resolution and expiring on the earlier of:
- (i) the date on which the next AGM is held or required by law to be held;
 - (ii) the date on which the share buybacks are carried out to the full extent mandated; or
 - (iii) the date on which the authority contained in the Share Buyback Mandate is varied or revoked,

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(c) In this Resolution:

“Prescribed Limit” means 10% of the total number of ordinary shares in the Company (excluding treasury shares and subsidiary holdings) as at the date of passing of this Resolution unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period, in which event the issued ordinary share capital of the Company shall be taken to be the amount of the issued ordinary share capital of the Company as altered (excluding treasury shares and subsidiary holdings);

“Relevant Period” means the period commencing from the date on which the last AGM was held and expiring on the date the next AGM is held or is required by law to be held, whichever is the earlier, after the date of this Resolution;

“Maximum Price” in relation to a Share to be purchased, means an amount (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) not exceeding:

- (i) in the case of a Market Purchase : 105% of the Average Closing Price;
- (ii) in the case of an Off-Market Purchase : 120% of the Highest Last Dealt Price, where:

“Average Closing Price” refers to the average of the closing market prices of the Shares over the last 5 Market Days, on which transactions in the Share were recorded, before the day on which the Market Purchases are made or the date of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs during the relevant 5-day period and the date of the Market Purchase, or the date of the making of the offer pursuant to the Off-Market Purchase, as the case may be;

“day of the making of the offer” means the day on which the Company announces its intention to make an offer for the purchase of Shares from Shareholders of the Company stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and

(d) The Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated by this Resolution.

[See Explanatory Note (v)]

(Resolution 8)

10. Contingent upon the passing of Ordinary Resolution 3 and pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST which will take effect from 1 January 2022, Shareholders to approve the continued appointment of Mr Chew Mun Yew as an Independent Director, and that upon due approval, the approval shall remain in force until the earlier of: (a) the retirement or resignation of the Director; or (b) the conclusion of the third AGM from the aforesaid approval.
[See Explanatory Note (vi)]

(Resolution 9)

11. Contingent upon the passing of Ordinary Resolution 9 and pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST which take effect from 1 January 2022, Shareholders, excluding the directors, the chief executive officer and their associates, to approve the continued appointment of Mr Chew Mun Yew as an Independent Director, and that upon due approval, the approval shall remain in force until the earlier of: (a) the retirement or resignation of the Director; or (b) the conclusion of the third AGM from the aforesaid approval.

[See Explanatory Note (vi)]

(Resolution 10)

By Order of the Board

Siau Kuei Lian
Company Secretary
Singapore, 13 July 2022

NOTICE OF ANNUAL GENERAL MEETING

Explanatory Notes:

- (i) Mr Low Weng Fatt, if re-elected, will remain as Managing Director and Chief Executive Officer of the Company. Please refer to page 32 of the Corporate Governance Statement in the Annual Report for the detailed information as required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST.
- (ii) Mr Chew Mun Yew, if re-elected, will remain as the Chairman of the Remuneration Committee, a member of Audit Committee and Nominating Committee respectively, will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST. Please refer to page 32 of the Corporate Governance Statement in the Annual Report for the detailed information as required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST.
- (iii) Mr Chew Choy Seng, if re-elected, will remain as the Chairman of the Audit Committee, a member of Nominating Committee and Remuneration Committee respectively, will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST. Please refer to page 32 of the Corporate Governance Statement in the Annual Report for the detailed information as required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST.
- (iv) Resolution 7, if passed, will empower the Directors of the Company from the date of this AGM until the date 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 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 aggregate 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to 20% may be issued other than on a *pro rata* basis to existing shareholders of the Company.

For determining the aggregate number of shares that may be issued, the percentage of issued shares in the capital of the Company 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 Resolution is passed after adjusting for new shares arising from the conversion or exercise of the Instruments or any convertible securities, the exercise of share options or the vesting of share awards outstanding or subsisting at the time when this Resolution is passed and any subsequent consolidation or subdivision of shares.

- (v) Resolution 8, if passed, will empower the Directors of the Company to repurchase ordinary shares of the Company by way of market purchases or off-market purchases of up to 10% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company as at the date of the AGM at which this Ordinary Resolution is passed. The rationale for, the authority and limitation on, the sources of the funds to be used for the purchase or acquisition, including the amount of financing and financial effects of the purchase or acquisition of the ordinary shares by the Company pursuant to the Share Buyback Mandate on the audited consolidated financial accounts of the Group for the financial year ended 31 March 2022 are set out in greater detail in the Appendix despatched together with the Annual Report 2022.
- (vi) Mr Chew Mun Yew will serve the Board beyond nine (9) years on 5 August 2022. In this respect, the tenure of Mr Chew Mun Yew as an Independent Director of the Company (subject to Resolution 3 being duly approved at this AGM), will end on 5 August 2022. Pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST which took effect from 1 January 2022, Mr Chew Mun Yew, will be served on the Board beyond nine (9) years from the date of his first appointment and will not be considered an Independent Director on 5 August 2022 unless his appointment as an Independent Director is approved in separate resolutions by (A) all Shareholders and (B) Shareholders, excluding the directors, the chief executive officer and their associates. The Company is seeking at this AGM to obtain the required approval in separate resolutions by (A) all Shareholders and (B) Shareholders, excluding the directors, the chief executive officer and their associates prior to 5 August 2022 as required for his continued appointment as an Independent Director. Ordinary Resolutions 9 and 10, if passed, will enable Mr Chew Mun Yew to continue his appointment as an Independent Director (unless the appointment has been changed subsequent to the AGM) pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST and to Provisions 2.1 of the Code of Corporate Governance 2018 and the approvals shall remain in force until the earlier of (a) his retirement or resignation; or (b) the conclusion of the third AGM of the Company. Resolution 9 is conditional upon Resolution 10 being duly approved; else the aforesaid director will be designated as Non-Independent Director with effect from 5 August 2022.

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Notes:

1. The AGM will be held by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trust, Unit Trusts and Debenture Holders) Order 2020.
2. Alternative arrangements relating to attendance at the AGM via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or audio-only stream only), submission of questions to the Chairman of the Meeting in advance of the AGM, addressing of substantial and relevant questions prior to the AGM and voting by appointing the Chairman of the Meeting as proxy at the AGM, are set out in the accompanying Company's announcement dated 13 July 2022. This announcement may be accessed at the Company's website at <http://www.chasen.com.sg/> or SGX's website at <https://www.sgx.com/securities/company-announcements>.

To minimise physical interactions and Covid-19 transmission risks, a member of the Company will not be able to attend the Meeting in person. Pursuant to Part 4 of the COVID-19 (Temporary Measures) Act 2020, a member of the Company (including a Relevant Intermediary*) entitled to vote at the AGM must appoint the Chairman of the Meeting to act as proxy and direct the vote at the Meeting. The Chairman of the Meeting, as proxy, need not be a member of the Company.

3. The instrument appointing the Chairman of the Meeting as proxy must be submitted (a) by post to the Company's Share Registrar's office, Boardroom Corporate & Advisory Pte. Ltd. at 1 Harbourfront Avenue, Keppel Bay Tower #14-07 Singapore 098632; or (b) by email to CorpAdmin@chasen-logistics.com, in either case, by 11.00 a.m. on 25 July 2022, being not less than 72 hours before the time appointed for holding the Meeting.
4. The instrument appointing the Chairman of the Meeting as proxy must be under the hand of the appointer or of his/her attorney duly authorised in writing. Where the instrument appointing the Chairman of the Meeting as proxy is executed by a corporation, it must be executed either under its seal, executed as a deed in accordance with the Companies Act or under the hand of the attorney or an officer duly authorised, or in some other manner approved by the Directors. Where the instrument appointing the Chairman of the Meeting as proxy is executed by an attorney on behalf of the appointer, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument.
5. Investors who hold shares through Relevant Intermediaries*, including under the Central Provident Fund Investment Scheme ("**CPF Investors**") or the Supplementary Retirement Scheme ("**SRS Investors**"), and who wish to appoint the Chairman of the Meeting as their proxy should approach their respective Relevant Intermediaries*, including CPF Agent Banks or SRS Operators, to submit their votes at least seven (7) working days before the Meeting (i.e. by 11.00 a.m. on 18 July 2022)

*A Relevant Intermediary is:

- (a) a banking corporation licensed under the Banking Act 1970, or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
- (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001, and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

PERSONAL DATA PRIVACY

By (a) submitting an instrument appointing the Chairman of the Meeting as proxy to attend, speak and vote at the AGM of the Company and/or any adjournment thereof, or (b) submitting details for the registration to observe the proceedings of the AGM of the Company via a "live" audio-visual webcast or a "live" audio-only stream (the "**Live AGM Webcast**"), or (c) submitting any question prior to the AGM of the Company in accordance with the procedures set out in a separate announcement dated 13 July 2022 entitled "Important Notice to Shareholders regarding the Company's Annual General Meeting to be held on 28 July 2022", a member of the Company consents to the collection, use and disclosure of the

NOTICE OF ANNUAL GENERAL MEETING

member's personal data by the Company (or its agents or service providers) for following the purposes:

- (i) processing, administration and analysis by the Company (or its agents or service providers) of the instruments appointing the Chairman of the Meeting as proxy for the AGM of the Company (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM of the Company (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 AGM Webcast to observe the proceedings of the AGM of the Company and providing them with any technical assistance where necessary;
- (iii) addressing substantial and relevant questions from members received before the AGM of the Company 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, 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.

CHASEN HOLDINGS LIMITED
(Company Registration No. 199906814G)
(Incorporated in the Republic of Singapore)

PROXY FORM
ANNUAL GENERAL MEETING
(Please see notes overleaf before completing this Form)

IMPORTANT:

1. To minimise physical interactions and Covid-19 transmission risks, a member of the Company will not be able to attend the Meeting in person. If a member (whether individual or corporate) wishes to exercise his/her/its votes, he/she/it must submit a proxy form to appoint the Chairman of the AGM to vote on his/her/its behalf. A member (whether individual or corporate) appointing the Chairman of the AGM as proxy must give specific instructions as to his/her/its manner of voting, or abstentions from voting, in the proxy form, failing which the appointment for that resolution will be treated as invalid.
2. Alternative arrangements to, among others, attendance, submission of questions in advance, voting by proxy at the Meeting, are set out in the Notice of Annual General Meeting dated 13 July 2022.
3. Persons, who would have been able to be appointed as proxies by relevant intermediaries under Section 181(1C) of the Companies Act, such as Central Provident Fund Investment Scheme ("CPF Investors") and Supplementary Retirement Scheme ("SRS Investors") (as may be applicable) and wishes to appoint the Chairman of the AGM as their proxy should approach their respective relevant intermediaries (e.g. CPF/SRS Approved Nominees such as CPF Agent Banks or SRS Operators) to submit their votes by 11.00 a.m. on 18 July 2022, being seven (7) working days before the AGM.
4. This Proxy Form is not valid for use by CPF and SRS Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

*I/We _____ (Name) _____ (NRIC/Passport No./

Company Registration No./UEN No.) of _____ (Address)

being a *member/members of **CHASEN HOLDINGS LIMITED** (the "**Company**"), hereby appoint the Chairman of the Annual General Meeting as *my/our proxy to vote for *me/us on *my/our behalf at the Annual General Meeting of the Company (the "**AGM**") to be held by way of electronic means on Thursday, 28 July 2022 at 11.00 a.m. and at any adjournment thereof.

*I/We direct the Chairman of the AGM, being *my/our proxy, to vote for or against, or to abstain on the Resolutions to be proposed at the AGM as indicated hereunder. **If no specific direction as to voting is given or in the event of any other matter arising at the Meeting and at any adjournment thereof, the appointment of Chairman of the AGM as proxy for that Resolution will be treated as invalid.**

No.	Resolutions relating to:	Number of votes For**	Number of votes Against**	Number of votes Abstain**
Ordinary Businesses				
1	Adoption of the Directors' Statement and Audited Financial Statements of the Company and the Group for the financial year ended 31 March 2022 together with the Auditors' Report thereon			
2	Re-election of Mr Low Weng Fatt as a Director of the Company			
3	Re-election of Mr Chew Mun Yew as a Director of the Company			
4	Re-election of Mr Chew Choy Seng as a Director of the Company			
5	Approval of Directors' fees for the financial year ending 31 March 2023, with payment to be made quarterly in arrears			
6	Re-appointment of Messrs Mazars LLP as Auditors of the Company and authority to Directors to fix their remuneration			
Special Businesses				
7	Authority to allot and issue shares in the capital of the Company			
8	Renewal of Share Buyback Mandate			
9	Approval of Mr Chew Mun Yew's continued appointment as an Independent Director by shareholders			
10	Approval of Mr Chew Mun Yew's continued appointment as an Independent Director by shareholders (excluding the directors, the chief executive officer and their associates)			

*Delete where inapplicable.

**If you wish to exercise all your votes "For" or "Against" or to abstain from voting on the Ordinary Resolutions, please indicate with an "X" within the box provided. Alternatively, please indicate the number of votes that the Chairman of the AGM as your proxy is directed to vote "For" or "Against" or to abstain from voting. In the absence of specific directions, the appointment of the Chairman of the AGM as your proxy for that resolution will be treated as invalid.

Dated this _____ day of _____ 2022

Signature of Member(s)
and/or Common Seal of Corporate Shareholder

Total Number of Shares	
CDP Register	
Register of Members	

IMPORTANT: PLEASE READ NOTES ON THE REVERSE.

Notes:

1. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing the Chairman of the AGM as a proxy shall be deemed to relate to all the Shares held by you.
2. **To minimise physical interactions and Covid-19 transmission risks, a member will not be able to attend the AGM in person. If a member (whether individual or corporate) wishes to exercise his/her/its voting rights at the AGM, he /she/it must submit an instrument of proxy to appoint the Chairman of the AGM as proxy to attend and vote on his/her/its behalf at the AGM.** A member of the Company (including a Relevant Intermediary*) entitled to participate and vote at the AGM of the Company must appoint the Chairman of the AGM to act as proxy and direct the vote at the AGM. A member (whether individual or corporate) appointing the Chairman of the AGM as proxy must give specific instructions as his/her/its manner of voting, or abstentions from voting, in the instrument of proxy, failing which the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.
3. The Chairman of the AGM, as proxy, need not be a member of the Company.
4. The instrument appointing the Chairman of the AGM as proxy, together with the letter or power of attorney or other authority under which it is signed (if applicable) or a duly certified company thereof must:
 - a) if sent personally or by post be lodge at the Company's Share Registrar, Boardroom Corporate & Advisory Pte. Ltd. at 1 Harbourfront Avenue, Keppel Bay Tower #14-07 Singapore 098632; or
 - b) if by email, be received by the Company at CorpAdmin@chasen-logistics.com,

in either case, by 11.00 a.m. on 25 July 2022 (being 72 hours before the time fixed for the AGM), in default the instrument of proxy shall not be treated as valid.
5. The instrument appointing the Chairman of the AGM as the proxy must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing the Chairman of the AGM as a proxy is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Where the instrument appointing the Chairman of the AGM as the proxy 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, failing which the instrument may be treated as invalid.
6. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the AGM, in accordance with Section 179 of the Companies Act 1967 (the "**Companies Act**"), and the person so authorised shall upon production of a copy of such resolution certified by a director of the corporation to be a true copy, be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it were an individual.
7. Persons, who would have been able to be appointed as proxies by Relevant Intermediaries* under Section 181(1C) of the Companies Act, such as Central Provident Fund Investment Scheme ("**CPF Investors**") and/or the Supplementary Retirement Scheme ("**SRS Investors**") (as may be applicable), and wishes to appoint the Chairman of the AGM as their proxy should approach their respective Relevant Intermediaries*, (e.g. CPF/SRS Approved Nominees such as CPF Agent Banks or SRS Operators), to submit their votes at least seven (7) working days before the AGM (i.e. by 11.00 a.m. on 18 July 2022).
8. Relevant Intermediaries other than CPF/SRS Approved Nominees instructed to appoint the Chairman of the AGM to act as proxy and direct the vote at the AGM together with the instrument appointing a proxy, shall provide to the Company an official cover letter and a list of attendees in excel format who would like to attend the AGM by way of a "live" webcast and/or "live" audio feed with each attendee's full name, NRIC/Passport No./Company Registration No., address, email address and no. of Shares for verification purposes. Upon successful registration, authenticated attendees will receive an email confirmation by 5:00 p.m. on 27 July 2022 with their user log-in details, access password and the link to access the "live" webcast and/or telephone number for "live" audio feed of the AGM proceedings.

*A Relevant Intermediary is:

- (a) a banking corporation licensed under the Banking Act 1970, or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
- (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001, and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Central Provident Fund Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

General:

The Company shall be entitled to reject the instrument appointing the Chairman of the AGM as a proxy if it is incomplete, improperly completed or illegible, or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the Chairman of the AGM as the proxy. In addition, in the case of Shares entered in the Depository Register, the Company may reject any instrument appointing the Chairman of the AGM as the proxy lodged if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.

PERSONAL DATA PROTECTION

By attending the AGM and/or any adjournment thereof or submitting an instrument appointing the Chairman of the AGM as a proxy, the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 13 July 2022.

IMPORTANT NOTICE TO SHAREHOLDERS REGARDING THE COMPANY'S ANNUAL GENERAL MEETING TO BE HELD ON 28 JULY 2022

1. INTRODUCTION

The Board of Directors (the "**Board**") of Chasen Holdings Limited (the "**Company**") refer to:

- a) the Notice of Annual General Meeting issued on 13 July 2022 (the "**AGM Notice**") to convene the Annual General Meeting for financial year ended 31 March 2022 of the Company (the "**AGM**") to be held on 28 July 2022 at 11.00 a.m.;
- b) the COVID-19 (Temporary Measures) Act 2020 passed by the Parliament on 7 April 2020 ("**COVID-19 Act**") which enables the Minister for Law by order to prescribe alternative arrangements for companies in Singapore to, *inter alia*, conduct general meetings, either wholly or partly, by electronic communication, video conferencing, tele-conferencing or other electronic means;
- c) 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 ("**COVID-19 Order**") which was gazetted on 13 April 2020 and is deemed to have come into operation on 27 March 2020, and which sets out the alternative arrangements in respect of, *inter alia*, general meetings of companies; and
- d) the Joint Statement by the Accounting and Corporate Regulatory Authority, the Monetary Authority of Singapore and the Singapore Exchange Regulation issued on 13 April 2020 (and subsequently updated on 27 April 2020, 22 June 2020, 1 October 2020, 7 April 2021, 16 December 2021 and 4 February 2022) which provides guidance on the conduct of general meetings amid the evolving Covid-19 situation; and
- e) the announcement by the Ministry of Law ("**MinLaw**") on 6 April 2021 that MinLaw, in consultation with relevant Ministries and agencies, had further extended the duration of legislation that enables entities to hold meetings via electronic means, beyond 30 June 2021. Such legislation will continue to be in force until revoked or amended by MinLaw.

This announcement is circulated with and forms part of the AGM Notice in respect of the AGM. The AGM Notice will also be available on the Company's website at <https://www.chasen.com.sg/ir-news-announcements.asp>.

In light of the above developments and to minimise physical interactions and Covid-19 transmission risks, the Board wishes to inform shareholders of the Company ("**Shareholders**") that the Company will conduct the AGM by way of electronic means pursuant to First Schedule of the COVID-19 Order.

2. NO PHYSICAL ATTENDANCE AT THE AGM

Alternative arrangements have been put in place to allow members to participate at the AGM by watching proceedings through a “live” webcast via his/her/its mobile phones, tablets or computer or listening to the AGM proceedings via “live” audio feed via telephone. Members who pre-register to watch the “live” webcast or listen to the “live” audio feed may also submit questions related to the resolutions to be tabled for approval at the AGM, and members who wish to exercise their voting rights may do so by voting by proxy at the AGM. Please see paragraphs 3, 4 and, 5 below for the alternative arrangements.

To minimise physical interactions and Covid-19 transmission risks, a member of the Company will not be able to attend the AGM in person.

3. REGISTRATION TO ATTEND THE AGM REMOTELY

A member who wishes to watch the “live” webcast or listen to the “live” audio feed must pre-register by 11.00 a.m. on 25 July 2022 (“**Registration Cut-Off Date**”) (being 72 hours before the time fixed for the AGM), at the URL <https://conveneagm.sg/chasen2022>. A member will be required to provide their full name, NRIC/Passport No./Company Registration No. and address for verification purposes.

Investors who hold their shares through relevant intermediaries (including under Central Provident Fund Investment Scheme (“**CPF Investors**”) and Supplementary Retirement Scheme (“**SRS Investors**”)) and who wish to participate in the AGM should, in addition to pre-registering via the Registration Link, approach their respective relevant intermediaries (which include CPF Agent Banks and SRS Operators) through which they hold shares as soon as possible so that the necessary arrangements can be made by the relevant agents for them to participate in the AGM.

Upon successful registration, authenticated Shareholders will receive an email confirmation by 27 July 2022 with their user log-in details, access password and the link to access the “live” webcast and/or telephone number for “live” audio feed of the AGM proceedings.

A member who does not receive any email by 5.00 p.m. on 27 July 2022, but who have registered by the Registration Cut-Off Date, should contact the Company at the following email address: CorpAdmin@chasen-logistics.com.

4. SUBMISSION OF PROXY FORMS

Voting at the AGM is by proxy ONLY.

A member will not be able to vote online on the resolutions to be tabled for approval at the AGM. If a member (whether individual or corporate) wishes to exercise his/her/its voting rights at the AGM, he/she/it must each submit an instrument of proxy to appoint the Chairman of the AGM as their proxy to attend and vote on their respective behalves at the AGM. A member (whether individual or corporate) appointing the Chairman of the AGM as proxy must give specific instructions as to his/her/its manner of voting, or abstentions from voting, in the instrument of proxy, failing which the appointment for that resolution will be treated as invalid.

The instrument of proxy, together with the letter or power of attorney or other authority under which it is signed (if applicable) or a duly certified copy thereof, must:

- If sent personally or by post, be lodged at the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., 1 Harbourfront Avenue, Keppel Bay Tower #14-07 Singapore 098632; or
- If by email, be received by the Company at CorpAdmin@chasen-logistics.com.

In either case, by 11.00 a.m. on 25 July 2022 (being 72 hours before the time fixed for the AGM), and in default the instrument of proxy shall not be treated as valid.

The Company shall be entitled to reject the instrument appointing the Chairman of the AGM as proxy if it is incomplete, improperly completed or illegible, or where the true intentions of the appointor are not ascertainable from the instruments of the appointor specified in the instrument appointing the Chairman of the AGM as proxy. In addition, in the case of Shares entered in the Depository Register, the Company may reject any instrument appointing the Chairman of the AGM as proxy lodge if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.

The Company apologizes for any inconvenience caused and seek the understanding and cooperation of all members to minimize the risk of community spread of the COVID-19. The Company, Group, officers and employees shall have no liability whatsoever to members, their proxies, corporate representatives or any other attendees arising out of or in connection with any of them being infected or suspected of being infected with COVID-19 or suffering any losses arising out of or in connection with attendance at the AGM of the Company and/or the Company taking precautionary measures at the Company's discretion in response to the COVID-19 situation.

Persons, who would have been able to be appointed as proxies by relevant intermediaries under Section 181(1C) of the Companies Act, such as Central Provident Fund Investment Scheme ("**CPF Investors**") and Supplementary Retirement Scheme ("**SRS Investors**") (as may be applicable) and wishes to appoint the Chairman of the AGM as their proxy should approach their respective relevant intermediaries (e.g. CPF/SRS Approved Nominees such as CPF Agent Banks or SRS Operators), to submit their votes at least seven (7) working days before the AGM (i.e. by 11.00 a.m. on 18 July 2022).

5. SUBMISSION OF QUESTIONS

Please note that Shareholders will not be able to ask questions during the Live AGM Webcast. All questions must be submitted by 11.00 a.m. on 20 July 2022.

A member who pre-registers to watch the "live" webcast or listen to the "live" audio feed may also submit questions related to the resolutions to be tabled for approval for the AGM. To do so, all questions must be submitted by 11.00 a.m. on 20 July 2022:

- Via the pre-registration website at the URL <https://conveneagm.sg/chasen2022>;
- In hard copy by sending personally or by post and lodging the same at the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., 1 Harbourfront Avenue, Keppel Bay Tower #14-07 Singapore 098632; or
- By email to the Company at CorpAdmin@chasen-logistics.com.

Shareholders are encouraged to submit their questions before 20 July 2022, as this will allow the Company sufficient time to address and respond to these questions on or before 23 July 2022 (forty-eight (48) hours prior to the closing date and time for the lodgement of the proxy forms). The responses will be published on (i) the SGX's website; and (ii) the Company's corporate website at the URL <https://www.chasen.com.sg/ir-news-announcements.asp>.

6. DOCUMENTS FOR THE AGM

Documents relating to the business of the AGM, which comprise the Company's annual report for the financial year ended 31 March 2022 (the "Annual Report") as well as the AGM Notice and the accompanying proxy form for the AGM will be sent to Shareholders solely by electronic means via publication on (i) the SGXNet at the URL <https://www.sgx.com/securities/company-announcements>; and (ii) the Company's website at the URL <https://www.chasen.com.sg/ir-news-announcements.asp>. **Printed copies of these documents will NOT be sent to Shareholders.**

7. OTHERS

In view of the current COVID-19 situation, the Company reserves the right to take such further precautionary measures and/or changes to the AGM arrangements may be made on short notice in the ensuing days, even up to the day of the AGM. Please check the SGXNet at the URL <https://www.sgx.com/securities/company-announcements>; or the Company's website at the URL <https://www.chasen.com.sg/ir-news-announcements.asp> for updates.

Should Shareholders have any questions on the alternative arrangements that has not been addressed above, you are advised to forward your questions to CorpAdmin@chasen-logistics.com. The Company will endeavor to provide the answers in a timely manner but the Company seeks your understanding if there are any delays.

The Company seeks the understanding and cooperation of all shareholders in enabling the Company to hold the AGM with the optimum safe distancing measures to minimise the risk of community spread of COVID-19.

8. FURTHER INFORMATION

Shareholders who watch/listen to the AGM proceedings are reminded that the AGM is private. Invitation to shareholder to attend the AGM via "live" webcast or "live" audio feed shall not be forwarded to anyone who is not a shareholder of the Company or who is not authorised to attend the AGM. **RECORDING OF THE AGM PROCEEDINGS** in whatever form is also **STRICTLY PROHIBITED**.

The Company seeks shareholders' patience and understanding during the AGM proceedings in the event of any technical disruptions.

By Order of the Board

Low Weng Fatt
Managing Director and CEO

13 July 2022