

# PAN HONG HOLDINGS GROUP LIMITED

(Incorporated in Bermuda with limited liability)  
(Co. Reg. No.: 37749)

## ANNUAL GENERAL MEETING- DEPOSITOR PROXY FORM

### IMPORTANT

- In respect of the Annual General Meeting of the Company to be held on Wednesday, 28 July 2021 at 10.00 a.m. (and any adjournment thereof) (the "AGM"), by way of electronic means pursuant to the Additional Guidance on the Conduct of General Meetings Amid Evolving COVID-19 Situation and checklist jointly issued by the Accounting and Corporate Regulatory Authority, the Monetary Authority of Singapore and Singapore Exchange Regulation on 13 April 2020 and last updated on 1 October 2020, which is based on the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (as amended).
- Alternative arrangements relating to attendance at the AGM via electronic means (including arrangements by which the meeting can be electronically accessed via "live" audio-and-video webcast or "live" audio-only stream), submission of questions to the Chairman of the AGM in advance of the AGM, addressing of substantial and relevant questions at AGM and voting by appointing the Chairman of the AGM as proxy at the AGM, are set out in the Notice of AGM.
- Due to the current COVID-19 restriction orders in Singapore, a Depositor will not be able to attend the AGM in person. A Depositor will also not be able to vote online on the resolutions to be tabled for approval at the AGM. A Depositor (whether individual or corporate) must complete this Depositor Proxy Form to effect the appointment by CDP of the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM in respect of the Depositor(s) Shares. In effecting the appointment by CDP of the Chairman of the AGM as proxy, a Depositor must give specific instructions as to voting, or abstentions from voting, in the proxy form, failing which the appointment will be treated as invalid.
- This proxy form is not valid for use by investors holding shares in the Company through relevant intermediaries (as defined in Section 181 of the Companies Act (Chapter 50 of Singapore)) ("Investors") (including investors holding through Central Provident Fund ("CPF") and Supplementary Retirement Scheme ("SRS") ("CPF/SRS investors")) and shall be ineffective for all intents and purposes if used or purported to be used by them. An Investor who wishes to vote should instead approach his/her relevant intermediary as soon as possible to specify voting instructions. A CPF/SRS investor who wishes to vote should approach his/her CPF Agent Bank or SRS Operator at least 7 working days before the date of the AGM to submit his/her vote.
- Please read the notes overleaf which contain instructions on, inter alia, the appointment of the Chairman of the AGM as a Depositor's proxy to attend, speak and vote on his/her/its behalf at the AGM.

In the event the Company receives this Depositor Proxy Form which is:-

- duly completed and signed/executed by the person whose name and particulars are set out in Part I below ("**Depositor(s)**"); in respect of such number of shares (the "**Depositor(s) Shares**") set out against his/her/its name in the Depository Register maintained by the Central Depository (Pte) Limited ("**CDP**") as at 26 July 2021 (the "**Cut Off Date**") and
- submitted by the requisite time and date, and to the requisite office as indicated below,

I.

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We, CDP, being a member of Pan Hong Holdings Group Limited (the "**Company**"), hereby appoint the Chairman of the AGM as our proxy to attend, speak and vote for us on our behalf at the AGM of the Company to be held by electronic means on Wednesday, 28 July 2021 at 10.00 a.m. and at any adjournment thereof. The Chairman of the AGM is hereby directed to vote for or against, or abstain from voting on, the resolutions to be proposed at the AGM as indicated hereunder (the "**Resolutions**"). We further authorise and direct the Company to accept this Depositor Proxy Form(s) in respect of the Depositor(s) Shares.

II.

No.	Resolutions relating to:	For*	Against*	Abstain*
1.	Directors' Report and Audited Financial Statements for the financial year ended 31 March 2021			
2.	Payment of proposed final dividend			
3.	Re-election of Ms Wang Cuiqing as a Director of the Company who is retiring pursuant to Bye-Law 86(1) of the By-Laws of the Company			
4a.	Re-election of Mr Sim Wee Leong as a Director of the Company who is retiring pursuant to (i) Bye-Law 86(1) of the By-Laws of the Company and (ii) Rule 210(5)(d)(iii) of the Listing Manual of the Singapore Exchange Securities Trading Limited (" <b>SGX-ST</b> ") which will come into effect on 1 January 2022			
4b.	Subject to and contingent upon the passing of Ordinary Resolution 4a above, to approve the continued appointment of Mr Sim Wee Leong as an Independent Director of the Company, pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST which will come into effect on 1 January 2022, for a period ending on the earlier of the following: (a) the retirement or resignation of Mr Sim Wee Leong as a director; or (b) the conclusion of the third annual general meeting of the Company following the passing of this Ordinary Resolution 4b			
5a.	Re-election of Dr Zheng Haibin as a Director of the Company who is retiring pursuant to (i) Bye-Law 86(1) of the By-Laws of the Company and (ii) Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST which will come into effect on 1 January 2022			
5b.	Subject to and contingent upon the passing of Ordinary Resolution 5a above, to approve the continued appointment of Dr Zheng Haibin as an Independent Director of the Company, pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST which will come into effect on 1 January 2022, for a period ending on the earlier of the following: (a) the retirement or resignation of Dr Zheng Haibin as a director; or (b) the conclusion of the third annual general meeting of the Company following the passing of this Ordinary Resolution 5b			

No.	Resolutions relating to:	For*	Against*	Abstain*
6a.	Re-election of Dr Choo Kian Koon, a Director of the Company retiring pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST which will come into effect on 1 January 2022			
6b.	Subject to and contingent upon the passing of Ordinary Resolution 6a above, to approve the continued appointment of Dr Choo Kian Koon as an Independent Director of the Company, pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST which will come into effect on 1 January 2022, for a period ending on the earlier of the following: (a) the retirement or resignation of Dr Choo Kian Koon as a director; or (b) the conclusion of the third annual general meeting of the Company following the passing of this Ordinary Resolution 6b			
7.	Approval of Directors' Fees for the financial year ending 31 March 2022 amounting to S\$127,050, to be paid quarterly in arrears			
8.	Re-appointment of BDO Limited, Certified Public Accountants, Hong Kong and BDO LLP, Public Accountants and Chartered Accountants, Singapore to act jointly and severally as the Company's Auditors and to authorise the Directors to fix their remuneration			
9.	Share Issue Mandate			
10.	The Proposed Renewal of Share Purchase Mandate			

\* If you wish to vote "For" or "Against", or abstain from voting, in respect of all your votes for each Resolution, please indicate with a "✓" within the box provided. Otherwise, please indicate the number of votes that you wish to vote "For" or "Against", and/or abstain from voting, for each Resolution. In the absence of specific directions, the appointment of the Chairman of the AGM as your proxy will be treated as invalid.

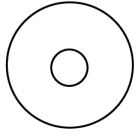
Dated this            day of July 2021

III. The Central Depository (Pte) Limited



Signature of Director

IV. BE COMPLETED BY DEPOSITOR(S) IF HE/SHE/IT WISHES TO NOMINATE A PROXY/PROXIES UNDER PART II

For Individuals:   _____ Signature of Direct Account Holder	For Corporations:   _____ Signature of Director	_____ Signature of Director/Secretary	 Common Seal
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## Notes :

Part I **Due to the current COVID-19 restriction orders in Singapore, a Depositor will not be able to attend the AGM in person. A Depositor will also not be able to vote online on the resolutions to be tabled for approval at the AGM. A Depositor (whether individual or corporate) must complete this proxy form to effect the appointment by CDP of the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such Depositor wishes to exercise his/her/its voting rights at the AGM.**

Where a Depositor (whether individual or corporate) appoints the Chairman of the AGM as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of each of the resolutions in the proxy form, failing which the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.

Part II **IMPORTANT: PLEASE INDICATE WITH AN "X" IN THE APPROPRIATE BOX AGAINST EACH RESOLUTION HOW YOU WISH THE CHAIRMAN OF THE AGM TO VOTE.** If this proxy form is deposited without any indication as to how the Chairman of the AGM shall vote, the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.

Part IV 1) This proxy form must be submitted with the Company in the following manner:

- a) by depositing a physical copy at the registered office of the Company's Singapore Share Transfer Agent, B.A.C.S. Private Limited, at 8 Robinson Road, #03-00 ASO Building, Singapore 048544; or
- b) by sending a scanned PDF copy by email to [main@zicoholdings.com](mailto:main@zicoholdings.com),

in either case, not less than 48 hours before the time appointed for holding the AGM.

A Depositor who wishes to submit the proxy form must 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.

**In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for Depositors to submit completed proxy forms by post, Depositors are strongly encouraged to submit completed proxy forms electronically via email.**

2) If a Depositor(s) wishes to effect the appointment by CDP of the Chairman of the AGM as his/her/its proxy, this Depositor Proxy Form must be signed by the Depositor(s) or his/her/its attorney duly authorised in writing.

In the case of joint Depositors, all joint Depositors must sign this Depositor Proxy Form. If the Depositor(s) is a corporation, this Depositor Proxy Form must be executed under its seal or under the hand of an officer, attorney or other person duly authorised in writing. **The power of attorney appointing the attorney or other authority, if any, under which this Depositor Proxy Form is signed, or a certified copy thereof must be attached to this Depositor Proxy Form.**

## GENERAL

The Company shall be entitled to reject any Depositor Proxy Form, which is incomplete, improperly completed or illegible or where the true intentions of the Depositor(s) are not ascertainable from the instructions of the Depositor(s) specified on any Depositor Proxy Form. It is the Depositor(s)' responsibility to ensure that this Depositor Proxy Form is properly completed. Any decision to reject this Depositor Proxy Form on the grounds that it is incomplete, improperly completed or illegible will be final and binding and neither the Company, CDP nor B.A.C.S. Private Limited accepts any responsibility for the consequences of such a decision.

### **Personal data privacy:**

By submitting the proxy form effecting the appointment by CDP of the Chairman of the AGM to attend, speak and vote at the AGM and/or any adjournment thereof, a Depositor of the Company consents to the collection, use and disclosure of the Depositor's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of the appointment of the Chairman of the AGM as proxy 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, governmental or regulatory requirements, or guidelines or notices issued by any applicable governmental or regulatory authorities of any relevant jurisdiction, and/or complying with the Company's internal policies.