THE PLACE
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THE PLACE HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
(Registration No. 200107762R)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Second Annual General Meeting ("**AGM**") of The Place Holdings Limited (the "**Company**") will be held at Suntec City Convention Centre Meeting Room 333, Level 3, Suntec Singapore Convention & Exhibition Centre 1 Raffles Boulevard, Suntec City, Singapore 039593 on 31 March 2026 at 3.30 p.m. to transact the following businesses:

AS ORDINARY BUSINESS

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

1. To receive and adopt the Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2023, and the Independent Auditor's Report thereon. **(Resolution 1)**

2. To re-elect Mr Fan Xianyong, who is retiring by rotation under Regulation 94 of the Constitution of the Company, and who, being eligible, offers himself for re-election.
[Explanatory Note (1)] **(Resolution 2)**

3. To re-elect Mr Foo Chiah-Shiung (Hu Jiaxiong), who is retiring by rotation under Regulation 94 of the Constitution of the Company, and who, being eligible, offers himself for re-election.
[Explanatory Note (1)] **(Resolution 3)**

4. To approve the payment of Directors' Fees of S$210,000 for the financial year ended 31 December 2023. **(Resolution 4)**

5. To approve the payment of Directors' Fees of S$210,000 for the financial year ended 31 December 2024 to be paid quarterly in arrears. **(Resolution 5)**

6. To re-appoint Messrs Crowe Horwath First Trust LLP as Auditors of the Company for the financial year ending 31 December 2024 and to authorise the Directors of the Company to fix their remuneration. **(Resolution 6)**

7. To transact any other ordinary business that may be properly transacted at an AGM.

AS SPECIAL BUSINESS

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

8. **Share Issue Mandate**

THAT pursuant to Section 161 of the Companies Act 1967 (the "**Companies Act**") and the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), authority be and is hereby given to the Directors of the Company to:

I. (a) issue shares in the capital of the Company ("**shares**") whether by way of rights issue, bonus issue or otherwise; and/or

(b) make or grant offers, agreements or options (collectively, "**Instruments**") that may or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) 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, 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) does not exceed fifty percent (50%) of the total number of the issued shares (excluding treasury shares and subsidiary holdings) of the Company (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 shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed twenty percent (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 (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 that may be issued under sub-paragraph (a) above, the percentage of the issued share capital shall be calculated based on the total number of the issued shares (excluding treasury shares) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:

(i) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards, which were issued and outstanding or subsisting at the time of the passing of this Resolution, provided such share options or share awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and

(ii) any subsequent bonus issue, consolidated or subdivision of shares,

and in paragraph (a) above and this paragraph (b), "subsidiary holdings" has the meaning given to it in the Listing Manual of the SGX-ST;

(c) 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 for the time being of the Company; and

(d) unless revoked or varied by the Company in a general meeting, the authority conferred by this Resolution shall continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier.

[Explanatory Note (2)] **(Resolution 7)**

9. **THE PERFORMANCE SHARE SCHEME**

THAT authority be and is hereby given to the Directors to:

(1) grant award shares in accordance with the provisions of the Performance Share Scheme of the Company; and

(2) allot and/or issue from time to time such number of fully paid-up award shares as may be required to be allotted and/or issued pursuant to the vesting of awards under the Performance Share Scheme,

provided that the aggregate number of award shares to be allotted and/or issued pursuant to the Performance Share Scheme and any other share based schemes of the Company shall not exceed 15% of the total issued shares (excluding treasury shares and subsidiary holdings) of the Company from time to time, and that such authority shall, unless revoked or varied by the Company in a general meeting, continue 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 the earlier.

[Explanatory Note (3)] **(Resolution 8)**

By Order of the Board

Mr. Lim Heng Chong Benny
Ms. Jacqueline Anne Low
Joint Company Secretaries
Singapore, 13 March 2026

Explanatory Notes:

(1) **Resolutions 2 and 3** – Mr Fan Xianyong ("**Mr Fan**") and Mr Foo Chiah-Shiung (Hu Jiaxiong) ("**Mr Foo**"), who are due to retire by rotation pursuant to Regulation 94 of the Company's Constitution, are seeking re-election at the forthcoming 22nd AGM.

Detailed information of Mr Fan and Mr Foo as required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST can be found under sections "Board of Directors" and "Additional Information on Directors Seeking Re-election" of the Company's Annual Report.

Mr Fan will, upon re-election as Director of the Company, remain as an Executive Director and Chief Executive Officer of the Company.

Mr Foo will, upon re-election as Director of the Company, remain as an Independent Director, Chairman of the Nominating Committee and a member of each of the Audit Committee and Remuneration Committee of the Company, and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST.

(2) **Resolution 7** – Resolution 7, if passed, will empower the Directors to issue shares, make or grant instruments convertible into shares and to issue shares pursuant to such instruments. The number of shares which the Directors may issue under this Resolution will not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company, with a sub-limit of 20% for issues other than on a pro rata basis. For the purposes of determining the aggregate number of shares which may be issued, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company at the time of the passing of Resolution 7, after adjusting for (i) new shares arising from the conversion or exercise of any convertible securites or share options or vesting of share awards, which were issued and outstanding at the time this Resolution is passed, provided that such share options or share awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and (ii) any subsequent bonus issue, consolidation or subdivision of shares. For the avoidance of doubt, shareholders' approval will be required for any consolidation or subdivision of shares.

(3) **Resolution 8** – Resolution 8, if passed, will empower the Directors to grant award shares pursuant to the Performance Share Scheme and allot and/or issue fully paid-up award shares pursuant to the vesting of awards under the Performance Share Scheme.

Approval for the Performance Share Scheme was given by shareholders at the Extraordinary General Meeting of the Company held on 12 October 2018 ("**2018 EGM**"). The grant of award shares under the Performance Share Scheme will be made in accordance with the rules of the Performance Share Scheme as set out in the circular to shareholders dated 21 September 2018 issued by the Company ("**2018 Circular**").

Approval for the Performance Share Scheme was given by shareholders at the 2018 EGM. The grant of award shares under the Performance Share Scheme will be made in accordance with the rules of the Performance Share Scheme as set out in the 2018 Circular.

NOTES:

1. The members of the Company are invited to **attend physically** at the AGM. There will be no option for Shareholders to participate virtually. Printed copies of this Notice and Proxy Form will be sent to members. This Notice and Proxy Form will be made available on the Company's website at the URL https://www.theplaceholdings.com/newsroom and will also be made available on SGX's website at the URL https://www.sgx.com/securities/company-announcements.

2. Members may ask questions in relation to the business of the AGM at the AGM, or submit questions via email to proxy@theplaceholdings.com in advance of the AGM by 5.00 p.m. on 20 March 2026.

3. When submitting the questions, the following details must be included for verification purposes: (i) the member's full name; (ii) his/her/its identification/registration number; (iii) the member's address; (iv) contact number; and (v) number of shares held, failing which the submission will be treated as invalid.

4. All substantial and relevant questions received by the Company from the Shareholders prior to the deadline of 5.00p.m. on 20 March 2026 will be addressed by the Company via announcement on the SGX website at the URL https://www.sgx.com/securities/company-announcements and published on the Company's corporate website at the URL https://www.theplaceholdings.com/newsroom by 25 March 2026. Substantial and relevant questions received by the Company after 5.00 p.m. on 20 March 2026 as well as questions addressed at the AGM will be included in the minutes of the AGM and published on SGX website and the Company's corporate website within one month from the date of the AGM.

   Where substantially similar questions are received, the Company will consolidate such questions and consequently, not all questions will be individually addressed.

5. (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the AGM. Where such member's proxy form appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the proxy form. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire number of shares entered against his name in the Depository Register and any second named proxy as an alternate to the first named.

   (b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's proxy form 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.

   "Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967.

   A member can appoint the Chairman of the AGM as his/her/its proxy, but this is not mandatory.

   Where a member (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 a resolution in the form of proxy, failing which the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.

   CPF or SRS investors who wish to appoint the Chairman of the AGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 19 March 2026.

6. A proxy need not be a member of the Company.

7. The instrument appointing a proxy or proxies must be submitted in the following manner:

   (a) If submitted by post, be lodged with the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Habourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632; or

   (b) If submitted by electronic means, be submitted by email to the Company at TPHAGM2026@boardroomlimited.com.

   in either case, to be received by 3.30 p.m. on 28 March 2026, being 72 hours before the time appointed for holding of the AGM (or at any adjournment thereof).

8. The 2023 Annual Report may be accessed at the Company's corporate website at the URL https://www.theplaceholdings.com/newsroom and on SGX's website at the URL https://www.sgx.com/securities/company-announcements. Printed copies of the 2023 Annual Report will not be sent to members. Members who wish to receive a printed copy of the 2023 Annual Report will need to complete and submit a Request Form to the Company by 20 March 2026. The Request Form may be accessed at the Company's website at the URL https://www.theplaceholdings.com/newsroom, and will also be made available on SGX's website at the URL https://www.sgx.com/securities/company-announcements. Printed copies of the Request Form will be sent to shareholders.

PERSONAL DATA PRIVACY

By (a) submitting an instrument appointing a proxy or proxies and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, and/or (b) submitting any question prior to the AGM in accordance with this Notice, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the following purposes:

(i) processing, administration and analysis by the Company (or its agents or service providers) of the appointment of the proxies and representatives appointed for the AGM (including any adjournment thereof);

(ii) the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof);

(iii) addressing substantial and relevant questions from members received before the AGM 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, a member of the Company (i) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents and service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents and service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (ii) 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. Photographic, sound and/or video recordings of the AGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the AGM. Accordingly, the personal data of a member or their proxy(ies) (such as his name, his presence at the AGM and any questions he may raise or motions he proposes/seconds) may be recorded by the Company for such purpose.

Request Form

To: The Place Holdings Limited

Please send to me a printed copy of the following (please tick (√) within the boxes below):

☐ Annual Report for the financial year ended 31 December 2023;

☐ Sustainability Report for the financial year ended 31 December 2023; and

Name(s) of Shareholder(s) : _____

NRIC/Passport/UEN Number : _____

Mailing Address : _____

_____

The shares are held by me/us in or under:-

☐ CDP Securities Account No.: _____

☐ CPFIS /SRS Account

☐ Physical Scrips

Signature(s): _____ Date: _____

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THE PLACE HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
(Registration No. 200107762R)

PROXY FORM – ANNUAL GENERAL MEETING

IMPORTANT:

1. A relevant intermediary may appoint more than two (2) proxies to attend the Annual General Meeting and vote (please see Note 3).
2. For CPF/SRS investors who have used their CPF/SRS monies to buy the Company's shares, this Proxy Form is **not** valid for use by CPF/SRS investors and shall be ineffective for all intents and purposes if used or purported to be used by them. CPF/SRS investors should contact their respective Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies.
3. CPF/SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective Agent Banks or SRS Operators at least seven (7) working days (i.e. by 5.00 p.m. on 19 March 2026) before the AGM to specify voting instructions.
4. Please read the notes overleaf which contain instructions on, inter alia, the appointment of proxy(ies) (including the Chairman of the Meeting as a member's proxy) to attend and vote on his/her/its behalf at the AGM.

I/We _____ (Name)

_____ (NRIC No./Passport No./Company Registration No.)

of _____ (Address)

being a member/members of **THE PLACE HOLDINGS LIMITED** (the "**Company**"), hereby appoint:

Name	**NRIC/Passport Number**	**Proportion of Shareholdings**	
		No. of Shares	**%**
Address			

and/or (delete as appropriate)

Name	**NRIC/Passport Number**	**Proportion of Shareholdings**	
		No. of Shares	**%**
Address			

or failing the person, or either or both of the persons referred to above, the Chairman of the Annual General Meeting ("**AGM**" or "**Meeting**") as my/our* proxy attend and vote for me/us* on my/our* behalf, at the Twenty-Second AGM of the Company, to be held at Suntec City Convention Centre Meeting Room 333, Level 3, Suntec Singapore Convention & Exhibition Centre 1 Raffles Boulevard, Suntec City, Singapore 039593 on **Tuesday, 31 March 2026** at **3.30 p.m.** and at any adjournment thereof. I/We direct my/our proxy/proxies to vote for or against, or abstain from voting on, the Resolutions to be proposed at the AGM as indicated hereunder. If no specific direction as to voting or abstention is given or in the event of any other matter arising at the AGM and at any adjournment thereof, the proxy/proxies* shall vote or abstain from voting at his/her* own discretion.

No.	**Resolutions relating to:**	***For**	***Against**	***Abstain**
1	To receive and adopt Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2023, together with the Independent Auditor's Report thereon			
2	To re-elect Mr Fan Xianyong as a Director, a director who retires pursuant to Regulation 94 of the Constitution of the Company			
3	To re-elect Mr Foo Chiah-Shiung (Hu Jiaxiong) as a Director, a director who retires pursuant to Regulation 94 of the Constitution of the Company			
4	Approval of the payment of Directors' fees of S$210,000 for the financial year ended 31 December 2023			
5	Approval of the payment of Directors' fees of S$210,000 for the financial year ended 31 December 2024 to be paid quarterly in arrears			
6	To re-appoint Messrs Crowe Horwath First Trust LLP as Auditors of the Company for the financial year ending 31 December 2024 and to authorise the Directors of the Company to fix their remuneration			
7	Authority for Directors to allot and issue new shares pursuant to Section 161 of the Companies Act 1967 and the listing rules of the SGX-ST			
8	Authority to grant and allot and/or issue award shares pursuant to the Performance Share Scheme			

*Voting will be conducted by poll. In respect of any resolution, if you wish to exercise all your votes "For", "Against" or "Abstain", please tick (√) within the relevant box provided. Alternatively, please indicate the number of votes as appropriate within the relevant box.

Dated this _____ day of _____ 2026

Total Number of Shares held in:	
CDP Register	
Register of Members	

_____

Signature(s) or Common Seal of member(s)

IMPORTANT: PLEASE READ THE NOTES OVERLEAF

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 of the Company, 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. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by you.

2. This proxy form may be accessed at the Company's website at https://www.theplaceholdings.com/newsroom and will also be made available on SGX's website at www.sgx.com/securities/company-announcements. Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment of Chairman of the Meting as proxy for that resolution will be treated as invalid.

3. (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the AGM. Where such member's proxy form appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the proxy form. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire number of shares entered against his/her/its name in the Depository Register and any second named proxy as an alternate to the first named.

   (b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's proxy form 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.

   Pursuant to Section 181 of the Companies Act 1967, 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 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.

4. A proxy need not be a member of the Company. A member may choose to appoint the Chairman of the Meeting as his/ her/ its proxy.

5. The instrument appointing a proxy or proxies must be submitted to the Company in the following manner:

   (a) if submitted electronically, be submitted via email to the Company's Share Registrar at TPHAGM2026@boardroomlimited.com; or

   (b) if submitted by post, be lodged at the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Habourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632,

   in either case, not less than 72 hours before the time appointed for the AGM. All proxy forms must be completed and signed to be valid.

6. The instrument appointing a proxy or proxies must be signed by the appointer or by his/her attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed either under its common seal or signed on its behalf by its attorney duly authorised in writing or by an authorised officer of the corporation. Where the instrument appointing a proxy or proxies is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.

7. The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies (including any related attachment). In addition, in the case of a member whose shares are entered in the Depository Register, the Company may reject any instrument appointing the Chairman of the Meeting as proxy 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 Privacy:

By submitting this proxy form, the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 13 March 2026.