NOTICE OF ANNUAL GENERAL MEETING

Dated 12 April 2021

NOTICE IS HEREBY GIVEN that the Nineteen Annual General Meeting ("**AGM**") of The Place Holdings Limited (the "**Company**") will be convened and held by way of electronic means on **Tuesday, 27 April 2021 at 2.00 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 2020, and the Independent Auditor's Report thereon.
(Resolution 1)

2. To re-elect Mr Ng Fook Ai Victor, who is retiring by rotation under Article 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 Ji Zenghe, who is retiring by rotation under Article 94 of the Constitution of the Company, and who, being eligible, offers himself for re-election.
[Explanatory Note (1)] **(Resolution 3)**

4. To re-elect Mr Chng Hee Kok, who is retiring by rotation under Article 94 of the Constitution of the Company, and who, being eligible, offers himself for re-election.
[Explanatory Note (1)] **(Resolution 4)**

5. To approve Mr Er Kwong Wah's ("**Mr Er**") continued appointment as an Independent Director in accordance with Rule 210(5)(d)(iii)(A) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), and such Resolution shall remain in force until the earlier of the following: (i) Mr Er's retirement or resignation; or (ii) the conclusion of the third AGM following the passing of this Resolution.
[Explanatory Note (2)] **(Resolution 5)**

6. That contingent upon the passing of Ordinary Resolution 5 above, shareholders (excluding the Directors and the CEO of the Company, and the respective associates of such Directors and CEO) to approve Mr Er's continued appointment as an Independent Director in accordance with Rule 210(5)(d)(iii)(B) of the Listing Manual of the SGX-ST, and such Resolution shall remain in force until the earlier of the following: (i) Mr Er's retirement or resignation; or (ii) the conclusion of the third AGM following the passing of this Resolution.
[Explanatory Note (2)] **(Resolution 6)**

7. To approve the payment of Directors' Fees of S$206,000 for the financial year ending 31 December 2020.
(Resolution 7)

8. To re-appoint Messrs Crowe Horwath First Trust LLP as Auditors of the Company for the financial year ending 31 December 2021 and to authorise the Directors of the Company to fix their remuneration.
(Resolution 8)

9. 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:

10. **SHARE ISSUE MANDATE**

THAT pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore (the "**Companies Act**") and the Listing Manual of the 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 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 9)**

11. **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 (4)] **(Resolution 10)**

12. **PARTICIPATION BY MR SUN QUAN, A NON-EXECUTIVE DIRECTOR AND DEEMED CONTROLLING SHAREHOLDER OF THE COMPANY, IN THE PERFORMANCE SHARE SCHEME**

That subject to and contingent upon Resolution 10 being passed, approval be and is hereby given for the participation by Mr Sun Quan in the Performance Share Scheme.

[Explanatory Note (5)] **(Resolution 11)**

By Order of the Board

Dr Qiu Yang
Company Secretary
Singapore, 12 April 2021

Explanatory Notes:

(1) **Resolutions 2, 3 and 4** – Mr Ng Fook Ai Victor ("**Mr Ng**"), Mr Ji Zenghe ("**Mr Ji**") and Mr Chng Hee Kok ("**Mr Chng**"), who are due to retire by rotation pursuant to Article 94 of the Company's Constitution, are seeking re-election at the forthcoming 19th AGM.

Detailed information of Mr Ng, Mr Ji and Mr Chng as required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST can be found under sections "Board of Directors" and "Disclosure of Information on Directors Seeking Re-election and Continued Appointment" of the Company's Annual Report.

(2) **Resolutions 5 and 6** – On 6 August 2018, the SGX-ST amended the Listing Manual following the publication of the Code of Corporate Governance 2018 by the Monetary Authority of Singapore. As part of the amendments to the Code of Corporate Governance 2018, certain guidelines from the Code of Corporate Governance 2012 were shifted into the Listing Manual for mandatory compliance. On 28 November 2018, the SGX-ST issued the Transitional Practice Note 3 to establish transitional arrangements for certain guidelines shifted into the SGX-ST Listing Manual. Pursuant thereto and in respect of Rule 210(5)(d)(iii) of the Listing Manual, to ensure that the independence designation of a director who has served for more than 9 years as at and from 1 January 2022 is not affected, the Company is seeking to obtain shareholders' approvals for Mr Er Kwong Wah ("**Mr Er**") continued appointment as an independent director prior to 1 January 2022 as he has served for more than 9 years on the Board of the Company. Rule 210(5)(d)(iii) of the Listing Manual provides that continued appointment as an independent director, after an aggregate period of more than 9 years on the board, must be sought and approved in separate resolutions by (A) all shareholders (Resolution 5) and (B) shareholders excluding directors, chief executive officer, and their associates (Resolution 6).

Mr Er will, upon re-election, continue to serve as Chairman of the Remuneration Committee and member of the Audit and Nominating Committees of the Company.

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

(3) **Resolution 9** – Resolution 9, 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 9, 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.

(4) **Resolution 10** – Resolution 10, 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**")

(5) **Resolution 11** – Resolution 11, if passed, will enable the participation in the Performance Share Scheme by Mr Sun Quan, the Non-Executive Director and a deemed controlling shareholder of the Company.

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: MEASURES TO MINIMIZE THE RISK OF COVID-19

GENERAL

1. The Annual General Meeting ("**AGM**" or "**Meeting**") is being convened and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternate Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 and **members of the Company will not be able to attend the AGM in person. Printed copies of this Notice will be sent to members**. This Notice will also 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. Alternative arrangements are instead put in place to allow the members to participate in the AGM by:

   (a) observing and/or listening to the AGM proceedings via a Live Webcast (as defined below). Members who wish to participate as such will have to pre-register in the manner outlined in Note 3 to 6 below;

   (b) submitting questions to the Chairman of the Meeting in advance of the AGM. Please refer to Note 7 to 10 below for further details;

   (c) voting by appointing the Chairman of the Meeting as proxy at the AGM. Please refer to Note 11 to 15 below for further details.

PRE-REGISTRATION FOR LIVE WEBCAST

3. A member of the Company or their corporate representatives (in the case of a member which is a legal entity) will be able to observe and listen to the AGM proceedings through a "live" webcast via mobile phones, tablets or computers ("**Live Webcast**"). In order to do so, shareholders must pre-register with us via the FY2020 AGM registration button on at the Company's website at the URL http://www.theplaceholdings.com by no later than **2.00 p.m**. on **24 April 2021** ("**Registration Deadline**") for the Company to verify his/her/its status as a shareholder of the Company ("**Shareholder**") prior to the AGM.

4. Following the verification, authenticated Shareholders will receive an email by **2.00 p.m**. on **26 April 2021** containing user ID, password details, as well as the link which the Shareholders can click on to access the Live Webcast (the "**Confirmation Email**").

5. Shareholders must not forward the Confirmation Email to other persons who are not shareholders of the Company and who are not entitled to attend the AGM. This is also to avoid any technical disruptions or overload to the Live Webcast.

6. Shareholders who have registered by the Registration Deadline but do not receive the Confirmation Email by 2.00 p.m. on 26 April 2021 should contact Easy Video via email at yifan@easyvideo.sg with the following details included: (i) member's full name; and (ii) his/her/its identification/registration number.

SUBMISSION OF QUESTIONS

7. Shareholders and Investors will **not** be able to ask questions at the AGM "live" during the Live Webcast, and therefore it is important for shareholders to pre-register and submit their questions in advance of the AGM.

8. Shareholders who wish to submit their questions in relation to the business of the AGM can do so via FY2020 AGM registration website at http://www.theplaceholdings.com or via email to proxy@theplaceholdings.com by the Registration Deadline (i.e. by **2.00 p.m**. on **24 April 2021**).

9. If the questions are sent via email, the following details must be included with the submitted questions: (i) the member's full name; (ii) his/her/its identification/registration number; and (iii) the member's address for verification purposes, failing which the submission will be treated as invalid.

10. The Company will endeavour to address the substantial and relevant questions received during the Live Webcast.

VOTING BY PROXY

11. Shareholders who wish to vote at the AGM must submit the instrument appointing a proxy ("**Proxy Form**") to appoint the Chairman of the AGM to cast votes on their behalf. **Please note that a member will not be able to vote through the Live Webcast and voting is only through submission of the Proxy Form**. Printed copies of this Proxy Form will be sent to members. The Proxy Form for the AGM will also be made available on the Company's website at the URL http://www.theplaceholdings.com/index, and on the SGX website at the URL https://www.sgx.com/securities/company-announcements.

12. The Proxy Form appointing the Chairman of the Meeting as proxy must be submitted in the following manner:

    (a) If submitted by post, be lodged with the Company at 6 Battery Road, #16-06, Singapore 049909; or

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

    in either case, to be received by **2.00 p.m**. on **24 April 2021**, being 72 hours before the time appointed for holding of the AGM (or at any adjournment thereof).

    A member who wishes to submit the Proxy Form must first **download, 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 members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.

13. In the Proxy Form, a member should specifically direct the proxy on how he/she is to vote for or vote against (or abstain from voting on) the resolutions in the form of proxy, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.

14. The instrument appointing the Chairman of the Meeting as proxy must be signed by the appointor or 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 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 the Chairman of the Meeting as 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.

15. The Company shall be entitled to reject the instrument appointing the Chairman of the Meeting as 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 a proxy or proxies. In addition, in the case of a member whose shares are entered in the Depository Register, the Company may reject any instrument of proxy lodged if the member, being the appointor, is not shown to have shares entered against his/her/its name in the Depository Register as at 72 hours before the time appointed for holding the AGM (or at any adjournment thereof).

PERSONS WHO HOLD SHARES THROUGH RELEVANT INTERMEDIARIES

16. Investors who hold shares in the Company ("**Shares**") through relevant intermediaries (as defined in Section 181 of the Companies Act, Chapter 50 of Singapore ("**Companies Act**")), including Central Provident Fund ("**CPF**")/Supplemental Retirement Scheme ("**SRS**") investors, and who wish to participate in the AGM by (a) observing and/or listening to the AGM proceedings via the Live Webcast; or (b) submitting questions in advance of the AGM, should contact their relevant intermediaries to indicate their interest in order for their relevant intermediaries to make the necessary arrangements for them to participate in the Live Webcast of the AGM.

17. The Proxy Form is **not** valid for use by investors who hold Shares through relevant intermediaries, (as defined in Section 181 of the Companies Act), including CPF/SRS investors, and shall be ineffective for all intents and purposes if used or purported to be used by them. Such investors (including CPF/SRS investors), if they wish to vote, should approach their respective CPF Agent Banks or SRS Operators at least seven (7) working days (i.e. by **2.00 p.m**. on **15 April 2021**) before the date of the AGM to specify voting instructions.

MINUTES

18. Minutes of the AGM will be published on the Company's website as well as on the SGX's website within one (1) month after the AGM.

PERSONAL DATA PRIVACY

By (a) submitting details for the registration to observe the proceedings of the AGM via Live Webcast, (b) submitting a Proxy Form appointing the Chairman of the Meeting as proxy to attend, speak and vote at the AGM and/or any adjournment thereof, and/or (c) 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 and administration by the Company (or its agents or service providers) 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) processing the pre-registration form for the purpose of granting access to members (or their corporate representatives in the case of members which are legal entities) to view the Live Webcast of the proceedings of the AGM and providing them with any technical assistance where necessary;

(iv) 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

(v) 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. 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 (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.

FURTHER UPDATES

As the COVID-19 situation continues to evolve, the Company seeks shareholders' understanding that further measures and/or changes to the AGM arrangements may be made on short notice. In the event such measures are adopted, the Company will make announcements as appropriate. Shareholders shall read the Company's announcements published via SGXNet to keep track of the future developments of the AGM arrangements, if any.