

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“**AGM**”) of Southern Packaging Group Limited (the “**Company**”) will be held at Indiana Room, Level 4, Raffles City Convention Centre, Fairmont Singapore and Swissotel The Stamford, 80 Bras Basah Road, Singapore 189560 on Tuesday, 29 April 2025 at 10 a.m., to transact the following businesses:

ORDINARY BUSINESS:

1. To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2024 together with the Directors’ Statement and the Auditors’ Report. **Resolution 1**
2. To approve the payment of Directors’ fees of S\$123,000/- for the financial year ending 31 December 2025, payable quarterly in arrears. (2024: S\$129,668) *(Explanatory Note 1)* **Resolution 2**
3. To re-elect Mr Pan Shun Ming who is retiring by rotation pursuant to Article 91 of the Company’s Constitution and being eligible, offers himself for re-election. *(Explanatory Note 2)* **Resolution 3**
4. To re-elect Mr Chen Xiang Zhi who is retiring by rotation pursuant to Article 91 of the Company’s Constitution and being eligible, offers himself for re-election. *(Explanatory Note 2)* **Resolution 4**
5. To re-elect Mr Low Chian Sin who is retiring pursuant to Article 97 of the Company’s Constitution and being eligible, offers himself for re-election. *(Explanatory Note 2)* **Resolution 5**
6. To re-appoint Messrs BDO LLP as the auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 6**

SPECIAL BUSINESS:

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

7. **Authority to allot and issue share** **Resolution 7**

That, pursuant to Section 161 of the Companies Act 1967 and Rule 806(2) of the Listing Manual of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”), authority be and is hereby given to the Directors of the Company to:-

 - (a) (i) 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) 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

 - (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force,

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provided that:

- (1) 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 per cent (50%) of the Company's total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) 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 per cent (20%) of the Company's total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below).
- (2) (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 (1) above, the total number of issued Shares (excluding treasury shares and subsidiary holdings) is based on the Company's total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed, after adjusting for:
 - (i) new Shares arising from the conversion or exercise of any convertible securities;
 - (ii) new shares arising from exercising share options or vesting of share awards, provided the share options or awards were granted in compliance with the Listing Manual of the SGX-ST; and
 - (iii) any subsequent bonus issue or consolidation or subdivision of Shares, provided further that adjustments in accordance with sub-paragraphs b(2)(i) and b(2)(ii) above are only to be made in respect of new Shares arising from convertible securities, share options and share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution.
- (3) in this Resolution, "subsidiary holdings" shall have the meaning ascribed to it in the Listing Manual of the SGX-ST;
- (4) 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
- (5) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue in force 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 the earlier.

(Explanatory Note 3)

8. To transact any other business which may be transacted at an AGM.

By Order of the Board

Pan Shun Ming
Executive Chairman
14 April 2025

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Explanatory Notes:-

1. Resolution 2

This Ordinary Resolution, if passed, will facilitate the payment of Directors' fees for the financial year ending 31 December 2025 ("FY2025") on a quarterly basis in arrears. The Directors fees are computed based on the anticipated number of Non-Executive Directors in FY2025.

2. Resolutions 3, 4 and 5

Mr Pan Shun Ming will, upon his re-election, continue to serve as Executive Chairman of the Company.

Mr Chen Xiang Zhi will, upon his re-election, continue to serve as Executive Vice Chairman of the Company.

Mr Low Chian Sin will, upon his re-election, remain as Independent Director, member of the Audit, Nominating and Remuneration Committees. The Board of Directors considers him to be independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.

Detailed information of the retiring directors can be found under "Board of Directors", "Corporate Governance Report" and "Additional information on Directors Seeking Re-Election" sections in the Company's Annual Report 2024.

3. Resolution 7

This Ordinary Resolution, if passed, will authorise and empower the Directors of the Company from the date of the AGM to issue shares and to make or grant instruments (such as warrants or debentures) convertible into shares, and to issue shares in pursuance of such instruments, without seeking any further approval from shareholders in general meeting but within the limitation imposed by this Resolution, for such purposes as the Directors may consider would be in the best interests of the Company. The aggregate number of shares (including shares to be made in pursuance of Instruments made or granted pursuant to this Resolution) to be allotted and issued would not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) at the time this resolution is passed, of which the total number of shares that may be issued other than on a pro-rata basis to shareholders shall not exceed 20% of the total number of issued shares (excluding treasury shares and subsidiary holdings) at the time the resolution is passed. This authority will, unless revoked or varied at a general meeting, expire at the next AGM of the Company.

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 the Notice, Proxy Form and the Annual Report will be sent by post to members.
- 2) A member who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend, ask question and vote at the AGM. Where such member appoints more than one (1) proxy, the proportion of the shareholdings concerned to be represented by each proxy shall be specified in the instrument appointing a proxy or proxies. If no proportion of shareholdings is specified, the proxy whose name appears first shall be deemed to carry one hundred per cent (100%) of the shareholdings of his/its appointor and the proxy whose name appears after shall be deemed to be appointed in the alternate.
- 3) A member who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend, ask questions and vote at the Meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the instrument appointing a proxy or proxies.

"Relevant Intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967.
- 4) A proxy needs not be a member of the Company.
- 5) Central Provident Fund Investment Scheme members ("CPF investors") and/or Supplementary Retirement Scheme investors ("SRS investors") (a) may attend and vote at the AGM in person; or (b) may appoint Chairman of the AGM as proxy to vote on their behalf at the AGM, in which case, they should approach their respective CPF Agent Banks or SRS Operators to submit their voting instructions by 5 p.m. on 17 April 2025.
- 6) The instrument appointing a proxy or proxies must be executed under the hand of the appointor or of his/her attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney duly authorised or its authorised officer or in such a manner as appropriate under applicable laws, failing which the instrument may be treated as invalid.
- 7) Where an instrument appointing a proxy or proxies is signed on behalf of the appointor by an attorney, the power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument appointing a proxy or proxies, failing which the instrument appointing a proxy or proxies may be treated as invalid.
- 8) A depositor's name must appear in the Depository Register maintained by The Central Depository (Pte) Limited as at seventy-two (72) hours before the time appointed for holding the AGM in order for the depositor to be entitled to attend, speak and vote at the AGM.

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- 9) The instrument appointing a proxy(ies) must be deposited at the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632, not less than forty-eight (48) hours before the time appointed for holding the AGM.
- 10) Members (including CPF/SRS investors) may submit questions related to the Resolutions to be tabled for approval at the AGM or in advance of the AGM by email to the Company's share registrar at srs.teamd@boardroomlimited.com by 21 April 2025.

When submitting questions, members should also provide the following details:

- (i) full name (as per CDP, CPF or SRS);
- (ii) address;
- (iii) number of Shares held; and
- (iv) the manner in which the shareholder holds Shares (e.g. via CDP, CPF or SRS).

Investors holding Shares through Relevant Intermediaries (other than CPF/SRS investors) will not be able to submit questions relating to the business of the AGM via the above means. Instead, they should approach their relevant intermediaries as soon as possible in order for the relevant intermediaries to make the necessary arrangements for them to submit questions in advance of the AGM.

- 11) The Company will endeavour to address all substantial and relevant questions submitted prior to the AGM by publishing the responses to such questions on the Company's website and on SGX website by 24 April 2025. Any subsequent clarifications sought, or follow-up questions, or substantial and relevant questions received after the cut-off date will be consolidated and addressed at the AGM. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.

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; or (b) submitting any questions prior to, or at, the AGM, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxy(ies) and/or representative(s) appointed for the AGM (including any adjournment thereof), addressing substantial and relevant questions from members received prior to, or at, the AGM, 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 or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"); (ii) warrants that where the member disclose the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or 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 or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

SOUTHERN PACKAGING GROUP LIMITED

(Company Registration Number: 200313312N)
(Incorporated in the Republic of Singapore)

PROXY FORM ANNUAL GENERAL MEETING

Important:

1. A relevant intermediary (as defined in Section 181 of the Companies Act 1967 ("**Companies Act**") may appoint more than two proxies to attend, speak and vote at the Annual General Meeting.
2. For CPF/SRS investors who have used their CPF monies to buy Southern Packaging Group Limited shares, this form of proxy is not valid for use 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 if they have queries regarding their appointment as proxies.

I/We*, _____ (name and NRIC/Passport/Company Registration No.)

of _____ (address)

being a member/members* of **SOUTHERN PACKAGING GROUP LIMITED** (the "**Company**"), hereby appoint:

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

*and/or (strike as appropriate)

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

or failing him/her/them*, the Chairman of the Annual General Meeting ("**AGM**") as my/our* proxy/proxies* to attend, speak and vote for my/our* behalf at the AGM to be held at Indiana Room, Level 4, Raffles City Convention Centre, Fairmont Singapore and Swissotel The Stamford, 80 Bras Basah Road, Singapore 189560 on Tuesday, 29 April 2025 at 10 a.m. and at any adjournment thereof.

I/We* direct my/our* proxy/proxies* to vote for or against, or to abstain from voting on the resolutions to be proposed at the AGM as indicated hereunder. In the absent of specific direction as to voting is given, the proxy/proxies* may vote or abstain from voting at his/her/their discretion, as he/she/they* will on any other matters arising at the AGM and/or at any adjournment thereof.

ORDINARY	ORDINARY BUSINESS	For#	Against#	Abstain#
Resolution 1	Adoption of the Audited Financial Statements for the financial year ended 31 December 2024 and the Directors' Statement together with the Auditors' Report			
Resolution 2	Approval of Directors' fees of S\$123,000/- for the financial year ending 31 December 2025			
Resolution 3	Re-election of Mr Pan Shun Ming as Director			
Resolution 4	Re-election of Mr Chen Xiang Zhi as Director			
Resolution 5	Re-election of Mr Low Chian Sin as Director			
Resolution 6	Re-appointment of Messrs BDO LLP as the auditors of the Company and authorisation to the Directors to fix their remuneration			
ORDINARY	SPECIAL BUSINESS			
Resolution 7	Authority to allot and issue shares			

* Delete where inapplicable.

Voting will be conducted by poll. If you wish your proxy(ies) to cast all your votes **for** or **against** a resolution, please indicate with "X" in the "**For**" or "**Against**" box in respect of that resolution. Alternatively, please indicate the number of shares **for** or **against** in the "**For**" or "**Against**" box in respect of that resolution. If you wish your proxy(ies) to **abstain** from voting on a resolution, please indicate with "X" in the "**Abstain**" box in respect of that resolution. Alternatively, please indicate the number of shares **abstain** in the "**Abstain**" box in respect of that resolution.

Dated this _____ day of _____ 2025.

Total Number of Shares held (Note 1)

Signature(s) of Member(s) / Common Seal

IMPORTANT: PLEASE READ 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 (maintained by The Central Depository (Pte) Limited), you should insert that number of shares. If you have shares registered in your name in the Register of Members of the Company (maintained by or on behalf 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 instrument appointing proxy or proxies will be deemed to relate to all the Shares held by you.
 2.
 - (a) A member who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote at the meeting. Where such member appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument appointing a proxy or proxies. If no proportion of shareholdings is specified, the proxy whose name appears first shall be deemed to carry one hundred per cent (100%) of the shareholdings of his/its appointor and the proxy whose name appears after shall be deemed to be appointed in the alternate.
 - (b) A member who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the instrument appointing a proxy or proxies.
- “Relevant intermediary” has the meaning ascribed to it in Section 181 of the Companies Act.
3. A proxy needs not be a member of the Company.
 4. The instrument appointing a proxy or proxies, duly executed, must be deposited at the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632 **by 10 a.m. on 27 April 2025**, being not less than forty-eight (48) hours before the time appointed for holding the Meeting.
 5. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his/her attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney duly authorised or its authorised officer or in such a manner as appropriate under applicable laws, failing which the instrument may be treated as invalid.
 6. Where an instrument appointing a proxy or proxies is signed on behalf of the appointor by an attorney, the power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument appointing a proxy or proxies, failing which the instrument may be treated as invalid.
 7. Completion and return of this instrument appointing a proxy or proxies shall not preclude a member from attending and voting at the AGM. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the AGM in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the instrument of proxy, to the AGM.
 8. For CPF/SRS investors, this proxy form is not valid for their use and shall be ineffective for all intents and purposes if used or purported to be used by them. CPF/SRS investors who hold Shares through CPF Agent Banks or SRS Operators may (a) attend, speak and vote in person; or (b) may appoint the Chairman of the AGM as proxy to vote on their behalf at the AGM, in which case, they should approach their respective CPF Agent Banks or SRS Operators to submit their voting instructions **by 5.00 p.m. on Thursday, 17 April 2025**, being seven (7) working days before the AGM, in which case, the CPF and SRS investors shall be precluded from attending the AGM.

General:

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 a proxy or proxies lodged if the member, being the appointor, is not shown to have shares entered against his name in the Depository Register as at seventy two (72) hours before the time appointed for holding the Meeting, as certified by The Central Depository (Pte) Limited to the Company.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 14 April 2025.