

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Seventeenth Annual General Meeting of Lasseters International Holdings Limited (the “**Company**”) will be held by way of electronic means on Wednesday, 28 October 2020 at 11.00 a.m. to transact the following business:-

As Ordinary Business

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|----|---|---------------------|
| 1. | To receive and adopt the Directors’ Statement, Audited Financial Statements and Auditors’ Report for the year ended 30 June 2020. | Resolution 1 |
| 2. | To re-elect the following Directors who are retiring pursuant to the Company’s Constitution and have offered themselves for re-election:- | |
| | (i) Dato’ Jaya J B Tan
(retiring pursuant to Regulations 102 and 106); and | Resolution 2 |
| | (ii) Tan Sri Ir. Kuan Peng Ching @ Kuan Peng Soon
(retiring pursuant to Regulation 106). | Resolution 3 |
| | Note:
Tan Sri Ir. Kuan Peng Ching @ Kuan Peng Soon will, upon re-election as a Director of the Company, remain as a Chairman of the Nominating Committee and member of Audit and Remuneration Committees. He will be considered independent for the purposes of Rule 704(7) of Section B: Rules of Catalist of the Listing Manual (the “Catalist Rules”) of the Singapore Exchange Securities Trading Limited (SGX-ST). Detailed information on Tan Sri Ir. Kuan Peng Ching @ Kuan Peng Soon, as well as Dato’ Jaya J B Tan, is found under the section entitled “Additional Information on Directors Seeking Re-election” in the Company’s Annual Report. | |
| 3. | To approve the payment of Directors’ fees of SGD160,000 for the financial year ended 30 June 2020 (FY2019: SGD147,312). | Resolution 4 |
| 4. | To re-appoint Messrs BDO LLP as the Auditors of the Company and to authorise the Directors to fix their remuneration. | Resolution 5 |
| 5. | To transact any other ordinary business which may properly be transacted at an Annual General Meeting. | |

As Special Business

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

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|-----------|---|---------------------|
| 6. | Ordinary Resolution – General Mandate To Authorize Directors To Allot And Issue Shares And Convertible Securities | Resolution 6 |
| | “THAT pursuant to Section 161 of the Companies Act, Cap. 50 of Singapore (the “ Act ”) and Rule 806 of Section B: Rules of Catalist of the Listing Manual (the “ Catalist Rules ”) of the Singapore Exchange Securities Trading Limited (“ SGX-ST ”), authority be and is hereby given to the Directors of the Company to: | |
| | (a) issue shares in the capital of the Company whether by way of rights, bonus or otherwise (including shares as may be issued pursuant to any Instrument (as defined below) made or granted by the Directors while the ordinary resolution is in force notwithstanding that the authority conferred by the ordinary resolution may have ceased to be in force at the time of issue of such shares); and/or | |
| | (b) 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 (as well as adjustments to) warrants, debentures or other instruments convertible into shares, | |

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at any time and upon such terms and conditions for such purposes as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares and convertible securities to be issued pursuant to such authority:-

- (i) does not exceed 100% of the total number of issued shares in the capital of the Company, excluding treasury shares and subsidiary holdings, (as calculated in accordance with subparagraph (ii) below) of which the aggregate number of shares and convertible securities to be issued other than on a pro rata basis to shareholders of the Company does not exceed 50% of the total number of issued shares in the capital of the Company, excluding treasury shares and subsidiary holdings, (as calculated in accordance with subparagraph (ii) below);
- (ii) (subject to such manner of calculation as may be prescribed by SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (i) above, the percentage of issued share capital shall be based on the issued share capital of the Company at the time of passing of the ordinary resolution, after adjusting for:
 - (a) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of shares awards, provided the options or awards were granted in compliance with the Catalist Rules; and
 - (b) any subsequent bonus issue, consolidation or subdivision of shares;

Adjustments in accordance with (ii)(a) 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 passing of this Resolution.

- (iii) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST); and
- (iv) (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 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." [See Explanatory Note (a)]

7. Ordinary Resolution – Renewal Of Share Buy-back Mandate

Resolution 7

"THAT:

- (a) for the purposes of the Act, the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire the ordinary shares in the capital of the Company not exceeding in aggregate the Prescribed Limit (as hereafter defined), at such price(s) as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereafter defined), whether by way of market purchases (each a "Market Purchase") on SGX-ST or off-market purchases ("Off-Market Purchase") (if effected otherwise than on the SGX-ST) in accordance with an equal access scheme(s) (the "Share Buy-back Mandate") be and is hereby approved;
- (b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Buy-back 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 Annual General Meeting of the Company is held or required by law to be held;
 - (ii) the date on which the share purchases are carried out to the full extent mandated; or
 - (iii) the date on which the authority contained in the Share Buy-back Mandate is varied or revoked;

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(c) in this Resolution:

“Prescribed Limit” means 10% of the issued ordinary share capital of the Company 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 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 any treasury shares that may be held by the Company from time to time and subsidiary holdings);

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

“Maximum Price” in relation to a fully-paid ordinary share in the capital of the Company (a “Share”) to be purchased, means an amount (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) not exceeding 105% of the Average Closing Price in the case of a Market Purchase and not exceeding 120% of the Average Closing Price in the case of an Off-Market Purchase.

where:

“Average Closing Price” means the average of the closing market prices of a Share over the last five market days, on which the Shares are transacted on the SGX-ST, immediately preceding the date of the Market Purchase by the Company, and deemed to be adjusted in accordance with the rules of the SGX-ST, for any corporate action that occurs during the relevant five-day period and the day on which the purchases are made;

“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, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share; and

(d) any of 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 he may consider expedient or necessary to give effect to the transactions contemplated by this Resolution.” [See Explanatory Note (b)]

BY ORDER OF THE BOARD

S SURENTHIRARAJ
KOK MOR KEAT
Company Secretaries

Singapore
7 October 2020

Please read the following notes and the explanations of the resolutions before deciding how to vote

Explanatory Notes on Special Business to be transacted

- (a) **Ordinary Resolution 6**, if passed, is to empower the Directors from the date of the above Meeting until the next Annual General Meeting (unless revoked or varied by the Company in general meeting) to issue shares in the capital of the Company up to an amount not exceeding in aggregate 100% of the total number of issued shares in the capital of the Company, excluding treasury shares and subsidiary holdings, at the time of passing the resolution, of which the aggregate number of shares to be issued other on a pro-rata basis to shareholders of the Company does not exceed 50% of the total number of issued shares in the capital of the Company, excluding treasury shares and subsidiary holdings.
- (b) **Ordinary Resolution 7**, if passed, is to empower the Directors from the date of the above Meeting until the next Annual General Meeting (unless revoked or varied by the Company in general meeting) to repurchase ordinary issued 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 at the Maximum Price. Information relating to this proposed Resolution is set out in the Appendix dated 7 October 2020 accompanying the Annual Report 2020.

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IMPORTANT INFORMATION

Shareholders of the Company ("**Shareholders**") should take note of the following arrangements for the AGM:

(a) No Attendance in Person

In compliance with the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020, (the "**Order**"), the AGM will be conducted by electronic means and Shareholders will not be able to attend the AGM physically.

All Shareholders or their corporate representatives (in the case of Shareholders which are legal entities) will be able to participate in the AGM proceedings by watching a "live" webcast (the "**Live AGM Webcast**") or listen to a "live" audio feed (the "**Live AGM Audio Feed**").

Shareholders who wish to participate in the AGM proceedings through the Live AGM Webcast via their mobile phones, tablets or computers must pre-register at <https://sg.conveneagm.com/laseters> by 11.00 a.m. on 25 October 2020 (**the Registration Deadline**) to enable the Company to verify their status.

Following the verification, authenticated Shareholders will receive an email by 27 October 2020, and will be able to access the Live AGM Webcast by clicking on the link in the email and entering the user ID and password.

Shareholders who register by the Registration Deadline but do not receive an email response by 11.00 a.m. on 27 October 2020 may contact the webcast service provider via email at support@conveneagm.com with the full name of the shareholder and his/her identification number.

Shareholders will not be able to ask questions "live" at the AGM. Shareholders may submit questions related to the resolutions to be tabled at the AGM by 11.00 a.m. on 21 October 2020:

- (i) via the pre-registration website at <https://sg.conveneagm.com/laseters>; or
- (ii) if submitted electronically, be submitted via email to AGMquestions@laseters-intl.com.

For questions submitted by email, members are to provide their full names, NRIC/passport number, address and number of shares held. The Company will respond to all substantial and relevant questions prior to or at the AGM. The responses will be published on SGXNet at the URL <https://www.sgx.com/securities/company-announcements> and the Company's website at the URL <https://laseters.listedcompany.com>.

(b) Voting solely via appointing Chairman of the Meeting as Proxy

In compliance with the Order, a Shareholder who wishes to vote at the Meeting can only do so by appointing the Chairman of the Meeting to act as his/her proxy to vote on his/her behalf in respect of all the Shares held by him/her. In the Proxy Form, a Shareholder should specifically indicate his/her voting instructions as to how the Chairman is to vote for or vote against (or abstain from voting on) the resolutions to be tabled at the Meeting. In the absence of specific directions in respect of a resolution, the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid. All valid votes cast via proxy on each resolution will be counted.

(c) Investors who hold through Relevant Intermediaries (including CPF/SRS Investors)

Investors holding Shares through relevant intermediaries (as defined under Section 181 of the Companies Act (Chapter 50 of Singapore))(including CPF/SRS investors), should not use the Proxy Form and should contact their relevant intermediaries as soon as possible to specify voting instructions. CPF/SRS investors who wish to vote should approach their respective CPF Agent Banks/SRS Operators at least seven (7) working days before the AGM (i.e. by 11.00 a.m., 16 October 2020) in order to allow sufficient time for their respective intermediaries to in turn submit a proxy form to appoint the Chairman of the Meeting to vote on their behalf by the cut-off date. Other investors holding shares through other relevant intermediaries who wish to vote should approach his/her relevant intermediary as soon as possible to specify voting instructions.

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(d) Submission of Proxy Form

All documents relating to the business of AGM, including the proxy form, have been published on SGXNet at URL <https://www.sgx.com/securities/company-announcements> and the Company's website at the URL <https://lasseters.listedcompany.com>. Printed copies of these documents, including the proxy form, will not be despatched to Shareholders.

The instrument appointing a proxy must be deposited (i) by post to the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services (Pte). Ltd. at 50 Raffles Place, #32-01, Singapore Land Tower, Singapore 048623 or (ii) by email to proxyform@lasseters-intl.com by enclosing a clear scanned completed and signed Proxy Form and must be received by the Company not less than 72 hours before the time appointed for holding the AGM.

(e) Access to documents or information relating to the AGM

In accordance with the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020, all documents and information relating to the business of the AGM (including the Annual Report and the Proxy Form) have been published on Company's website at <https://lasseters.listedcompany.com> and on the SGXNet at <https://www.sgx.com/securities/company-announcements>.

(f) Further updates

In view of the evolving COVID-19 situation, the Company reserves the right to take such further precautionary measures as may be appropriate up to the date of the AGM, including any precautionary measures required or recommended by government agencies, in order to curb the spread of COVID-19. Shareholders should continually check for announcements by the Company for updates on the AGM. The Company would like to thank all shareholders for their patience and co-operation in enabling the Company to continue holding its AGM amidst the COVID-19 situation.

(g) Personal data privacy

By (i) submitting an instrument appointing the Chairman of the AGM as a proxy to vote at the AGM and/or any adjournment thereof, (ii) completing the registration form for the AGM Live Webcast in accordance with this Notice, or (iii) submitting any question(s) prior to the AGM in accordance with this Notice, a member of the Company:

- (A) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the following purposes:
 - (aa) the processing and administration by the Company (or its agents or service providers) of proxy forms appointing the Chairman of the AGM as a proxy for the AGM (including any adjournment thereof);
 - (bb) the verification, preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof) recordings and transmitting images and/or voice recordings when broadcasting the AGM proceedings through webcast and providing any technical assistance where necessary;
 - (cc) addressing relevant and substantial questions from members received before the AGM and if necessary, following up with the relevant members in relation to such questions; and
 - (dd) enabling the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines, (collectively, the **Purposes**);
- (B) 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), 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) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and
- (C) 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.

Website

Please refer to <https://lasseters.listedcompany.com> for more information about the Company, including the Annual Report 2020 and the Appendix, Notice of AGM and Proxy Form.