



PC PARTNER GROUP LIMITED

栢能集團有限公司*

(Company Registration No.: 239079)

(Incorporated in the Cayman Islands with limited liability)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of PC Partner Group Limited (the “Company”) will be held at #11-27, West Tower, 20 Pasir Panjang Road, Mapletree Business City, Singapore 117439 on 24 April 2026 (Friday) at 11:00 a.m. for considering and, if thought fit, passing, with or without amendments, the following resolutions of the Company:

AS ORDINARY BUSINESS

1.	To receive and adopt the Directors’ Statement and the Audited Financial Statements for the financial year ended 31 December 2025 together with the Auditors’ Report thereon.	(Resolution 1)
2.	To declare a final dividend of S\$0.05 per ordinary share (tax-exempt) for the financial year ended 31 December 2025.	(Resolution 2)
3.	To declare a special dividend of S\$0.05 per ordinary share (tax-exempt) for the financial year ended 31 December 2025.	(Resolution 3)
4.	To re-elect the following Directors of the Company (the “Directors”), each of whom will retire by rotation pursuant to Article 108(a) of the Articles of Association of the Company and who, being eligible, offer themselves for re-election:	
	Mr. Wong Shik Ho Tony [See Explanatory Note (i)]	(Resolution 4)
	Mr. Wong Fong Pak [See Explanatory Note (ii)]	(Resolution 5)
	Mr. Ho Nai Nap [See Explanatory Note (iii)]	(Resolution 6)
	Ms. Chan Yim [See Explanatory Note (iv)]	(Resolution 7)
5.	To approve the payment of Directors’ fees of S\$2,184,461 for the financial year ended 31 December 2025.	(Resolution 8)
6.	To re-appoint Messrs. BDO LLP as the auditors of the Company and to authorise the Directors to fix their remuneration.	(Resolution 9)
7.	To transact any other ordinary business which may properly be transacted at an Annual General Meeting.	

* For identification purposes only

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions, with or without any modifications:

8. Authority to allot and issue new Shares and/or Instruments

“That pursuant to the Articles of Association of the Company, as amended from time to time, and otherwise in accordance with the Singapore Exchange Securities Trading Limited (“SGX-ST”) Listing Manual (the “**Listing Manual**”), authority be and is hereby given to the Directors of the Company to:

- (a) (i) allot and 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) options, warrants, debentures and 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 of the Company may in their absolute discretion deem fit; and

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

provided always that:

- (1) the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed twenty per centum (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 (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) shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) 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;

(ii) new Shares arising from the exercise of share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution; and

(iii) any subsequent bonus issue, consolidation or subdivision of shares;

provided that any adjustments made under sub-paragraphs (i) and (ii) 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 as at the date this Resolution is passed;

(3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act (Revised) of the Cayman Islands, and the Articles of Association of the Company; and

(4) unless revoked or varied by the Company in a general meeting, such authority 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 or the Listing Manual to be held, whichever is earlier.”

See Explanatory Note (v)

(Resolution 10)

AS SPECIAL RESOLUTION

To consider and, if thought fit, to pass the following resolution as a special resolution, with or without any modifications:

9. To adopt the New Amended and Restated Memorandum and Articles of Association of the Company

“That:

(a) the proposed amendments to the existing Amended and Restated Memorandum of Association and Articles of Association of the Company (the “**Existing M&A**”), as set out in the Appendix to the notice of annual general meeting (the “**AGM**”) issued by the Company dated 1 April 2026 (the “**Proposed Amendments**”), be and are hereby approved and shall take effect on and from the date on which the Proposed Amendments are approved in the AGM;

(b) the new Amended and Restated Memorandum of Association and Articles of Association of the Company (the “**New M&A**”) which incorporates the Proposed Amendments, a copy of which has been produced to the meeting

marked “A” and initialed by the chairman of the meeting for identification, are approved and adopted as the New M&A of the Company in substitution for, and to the exclusion of, the Existing M&A with effect from the date on which the Proposed Amendments become effective; and

- (c) the Directors of the Company and each of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions or actions contemplated and/or authorised by this Resolution.”

(Resolution 11)

By Order of the Board
PC Partner Group Limited
Wong Shik Ho Tony
Chairman

Singapore, 1 April 2026

Explanatory Notes to the Ordinary Resolutions:

- i. Pursuant to Article 108(a) of the Company's Articles of Association, each Director shall retire from office by rotation at least once every 3 years, and a retiring Director shall be eligible for re-election. Mr. Wong Shik Ho Tony, if re-elected, will remain as Executive Director of the Company, Chairman of the Board, and Chairman of the Executive Committee. Detailed information on Mr. Wong Shik Ho Tony can be found in the 2025 Annual Report for his information required pursuant to Rule 720(6) of Listing Manual.
- ii. Pursuant to Article 108(a) of the Company's Articles of Association, each Director shall retire from office by rotation at least once every 3 years, and a retiring Director shall be eligible for re-election. Mr. Wong Fong Pak, if re-elected, will remain as Executive Director of the Company and a member of the Executive Committee. Detailed information on Mr. Wong Fong Pak can be found in the 2025 Annual Report for his information required pursuant to Rule 720(6) of the Listing Manual.
- iii. Pursuant to Article 108(a) of the Company's Articles of Association, each Director shall retire from office by rotation at least once every 3 years, and a retiring Director shall be eligible for re-election. Mr. Ho Nai Nap, if re-elected, will remain as Executive Director of the Company and a member of the Executive Committee. Detailed information on Mr. Ho Nai Nap can be found in the 2025 Annual Report for his information required pursuant to Rule 720(6) of the Listing Manual.
- iv. Pursuant to Article 108(a) of the Company's Articles of Association, each Director shall retire from office by rotation at least once every 3 years, and a retiring Director shall be eligible for re-election. Ms. Chan Yim, if re-elected, will remain as Independent Non-executive Director of the Company, Chairman of the Remuneration Committee and a member of the Nomination Committee. Detailed information on Ms. Chan Yim can be found in the 2025 Annual Report for her information required pursuant to Rule 720(6) of the Listing Manual.
- v. The Ordinary Resolution 10 proposed in item 8 above, if passed, will empower the Directors of the Company from the date of the AGM until the date of the next annual general meeting of the Company following the AGM, to issue Shares, make or grant instruments convertible into Shares and to issue Shares pursuant to such instruments, up to an aggregate amount not exceeding twenty per centum (20%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company.

Notes to Notice of Annual General Meeting:

1. Shareholders of the Company (the “**Shareholders**”) are invited to attend the AGM in person at #11–27, West Tower, 20 Pasir Panjang Road, Mapletree Business City, Singapore 117439 on 24 April 2026 (Friday) at 11:00 a.m. Shareholders should bring their NRIC/passport and corporate shareholders should bring the Corporate Representative Certificate for verification at the AGM venue. There will be no option for Shareholders to participate virtually.
2. Arrangements for participating in the AGM. Shareholders may participate in the AGM by:
 - i. attending the physical meeting in person;
 - ii. submitting questions in advance of, or at, the AGM; and/or
 - iii. voting at the AGM by the shareholders themselves or through duly appointed proxy(ies) (other than the Chairman of the AGM) or representative(s) or by the shareholders appointing the Chairman of the AGM as proxy to vote on their behalf at the AGM.
3. Documents relating to the business of the AGM, which comprise the Annual Report of the Company for the financial year ended 31 December 2025 (the “**Annual Report**”), the Appendix to this Notice of AGM to Shareholders in relation to the proposed adoption of the New M&A, this Notice of AGM and the accompanying Proxy Form for the AGM will be published on SGXNeT and the Company’s website <https://www.pcpartner.com> on 1 April 2026 (Wednesday), and printed copies will be mailed to Shareholders.
4. Investors who hold Shares through Relevant Intermediaries (as defined in Section 181(6) of the Companies Act 1967 of Singapore) and who wish to participate in the AGM should approach their respective agents as soon as possible in order to facilitate the necessary arrangements for them to participate in the AGM.
5. Live voting will be conducted during the AGM for members, proxies and (in the case of members which are corporations) authorised representative(s) attending the AGM. Upon verification of their NRIC/passport at the AGM venue, Shareholders and (where applicable) their duly appointed proxy(ies) and authorised representative(s), will be provided with a poll voting slip upon registration at the physical meeting.
6. Shareholders who wish to exercise their voting rights at the AGM may:
 - i. (where such Shareholders are individuals) vote at the AGM or (where such Shareholders are individuals or corporates) appoint a proxy(ies) (other than the Chairman of the AGM) or (in the case of Shareholders which are corporations) authorised representative to vote at the AGM on their behalf; or

- ii. (where such Shareholders are individuals or corporates) appoint the Chairman of the AGM as their proxy to vote on their behalf at the AGM.
7. A Shareholder who is not a Relevant Intermediary and is entitled to attend, speak and vote at the AGM is entitled to appoint not more than two proxies to attend, speak and vote in his/her/its stead. A proxy need not be a Shareholder.
8. Where a Shareholder appoints more than one proxy, he/she/it shall specify the proportion of his/her/its shareholdings to be represented by each proxy in the instrument appointing the proxies.
9. A Shareholder who is a Relevant Intermediary is entitled to appoint more than two proxies to attend, speak and vote at the AGM instead of such Shareholder, but each such proxy must be appointed to exercise the rights attached to a different Share or Shares held by such Shareholder. Where such Shareholder appoints more than two proxies, the number of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.
10. If the Shareholder is a corporation, the instrument appointing the proxy or proxies must be executed under its common seal or the hand of its attorney or a duly authorised officer.
11. If sent personally or by post, the instrument appointing the proxy(ies) of an individual must be under the hand of the appointor or of his attorney duly authorised in writing and the instrument appointing the proxy(ies) of a corporation must be executed either under its common seal or under the hand of its attorney or a duly authorised officer.
12. Where an instrument appointing a proxy(ies) is submitted by email, it must be authorised in the following manner:
 - i. by way of the affixation of an electronic signature by the appointer or his/her duly authorised attorney or, as the case may be, an officer or duly authorised attorney of a corporation; or
 - ii. by way of the appointor or his duly authorised attorney or, as the case may be, an officer or duly authorised attorney of a corporation signing the instrument appointing the proxy(ies) under hand and submitting a scanned copy of the signed instrument by email.
13. The instrument appointing a proxy or proxies must be submitted in the following manner:
 - (i) if submitted by post, be deposited at the Company's branch share registrar in Singapore, B.A.C.S. Private Limited, at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896; or

(ii) if submitted electronically, be submitted via email to main@zicoholdings.com; in either case, not less than 72 hours before the time appointed for the holding of the AGM.

14. The register of members of the Company will be closed as follows:

- (i) To ensure that Shareholders are entitled to attend and vote at the AGM, Shareholders must deliver their duly stamped instruments of transfer, accompanied by the relevant share certificates, where applicable, to the Company's branch share registrar in Singapore, B.A.C.S. Private Limited, at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896 by no later than 5:00 p.m. on 20 April 2026 (Monday) for registration of the relevant transfer.
- (ii) The proposed payment of final dividend and special dividend is subject to the approval of the Shareholders at the AGM. For determining the entitlement to the proposed dividends, the register of members of the Company will be closed on 19 May 2026 (Tuesday), on which time no transfer of shares will be effected. In order to qualify for the proposed dividend(s), scrip Shareholders must deliver their duly stamped instruments of transfer, accompanied by the relevant share certificates, where applicable, to the Company's branch share registrar in Singapore, B.A.C.S. Private Limited, at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896 by no later than 5:00 p.m. on 18 May 2026 (Monday) for registration of the relevant transfer.

15. Shareholders may submit questions related to the Resolutions to be tabled for approval at the AGM in advance of the AGM in the following manner and must be submitted by 11:00 a.m. on 13 April 2026 (Monday) in the manner set out below:

- (i) if by post, to the Company's branch share registrars, B.A.C.S. Private Limited at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896; or
- (ii) if via email, to the Company at corp.comm@pcpartner.com.

Shareholders, who submit questions via email or by post, must provide the following information for authentication:

- (i) the Shareholder's full name;
- (ii) the Shareholder's address; and
- (iii) the manner in which the Shareholder holds Shares.

16. The Company will consider all questions and endeavor to address all substantial and relevant questions on the Resolutions tabled for approval that the AGM which are received from Shareholders, via an announcement on the Company's website

<https://www.pcpartner.com> and SGXNet, not later than 19 April 2026 (Sunday) to facilitate Shareholders' voting arrangements and to allow Shareholders to make an informed decision on the Resolutions to be tabled on the AGM.

17. For questions, addressed during the AGM, the responses to such questions will be included in the minutes of the AGM which will be published on the Company's website and on SGXNet within one (1) month after the AGM.
18. Any changes to the manner of conducting the AGM will be announced by the Company on the Company's website and SGXNet. Members are advised to check the relevant websites regularly for any further updates.

Personal Data Privacy:

By submitting (a) a proxy form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, or (b) submitting any question prior to the AGM in accordance with this Notice, a Shareholder consents to the collection, use and disclosure of the Shareholder'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 proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof);
- (ii) 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; and
- (iii) addressing relevant and substantial questions related to the resolution to be tabled for approval at the AGM from Shareholders received before or at the AGM and if necessary, any subsequent clarifications sought or follow-up questions in respect of such questions.

(collectively, the "**Purposes**").

The Shareholder also warrants that where the Shareholder discloses the personal data of the Shareholder's proxy(ies) and/or representatives(s) to the Company (or its agents or service providers), the Shareholder has obtained the prior consent of such proxy(ies) and/or representatives(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 representatives(s) for the Purposes, and agrees that the Shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Shareholder's breach of warranty.