

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

Chuan Holdings Limited

川 控 股 有 限 公 司 *

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1420)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**AGM**”) of Chuan Holdings Limited (the “**Company**”) will be held at 20 Senoko Drive, Singapore 758207 on Friday, 27 May 2022 at 10:00 a.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries together with the reports of the directors and of the auditors for the financial year ended 31 December 2021.
2. (a) To re-elect Mr. Lim Kui Teng as an executive Director of the Company.

(b) To appoint Mr. Wong Ka Bo Jimmy as an independent non-executive Director of the Company.
3. To authorise the board (the “**Board**”) of directors (the “**Directors**”) of the Company to fix the remunerations of the Directors.
4. To re-appoint Ernst & Young LLP as the auditor of the Company and to authorise the Board to fix its remuneration.

* *For identification purposes only*

5. As special business, to consider and, if thought fit, pass, with or without modifications, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) of this resolution) of all the powers of the Company to buy back the shares (the “**Shares**”) of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the securities of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong (the “**SFC**”) and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) or any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares to be bought back by the Company pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the total number of issued Shares as at the date of passing of this resolution (subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares after the passing of this resolution) and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association (the “**Articles of Association**”) of the Company or any applicable laws of the Cayman Islands to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders (the “**Shareholders**”) of the Company in general meeting revoking or varying the authority given to the Directors under this resolution.”

6. As special business, to consider and, if thought fit, pass, with or without modifications, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) of this resolution) of all the powers of the Company to allot, issue and deal with the additional Shares, to grant rights to subscribe for, or convert any securities into, the Shares and to make or grant offers, agreements and options which would or might require the exercise of such power(s), be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such power(s) after the ending the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or a right to convert securities into the Shares or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) of this resolution); or (ii) the share option scheme or similar arrangement for the time being adopted for the grant or issue to (among other) the officers and/or employees of the Company and/ or any of its subsidiaries of the Shares or rights to acquire the Shares; or (iii) any scrip dividend or similar arrangements providing for the allotment of the Shares in lieu of the whole or part of a dividend on the Shares in accordance with the Articles of Association from time to time; or (iv) the exercise of rights of subscription, conversion or exchange under the terms of any options, warrants or similar rights granted by the Company or any securities which are convertible into or exchange for the Shares, shall not exceed 20% of the aggregate number of Shares in issue as at the date of the passing of this resolution (subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares after the passing of this resolution), and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors under this resolution.

“**Right Issue**” means an offer of the Shares or an issue of options, warrants or other securities of the Company giving the right to subscribe for the Shares, open for a period fixed by the Directors to holders of the Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

7. As special business, to consider and, if thought fit, pass, with or without modifications, the following resolution as an ordinary resolution:

“THAT:

Subject to the passing of resolutions no.5 and no.6 as set out in the notice convening the AGM (the “**Notice**”), the general mandate referred to in the resolution no.6 as set out in the Notice be and is hereby extended by the addition thereto of the aggregate number of Shares which may be bought back by the Company under the authority granted pursuant to ordinary resolution No.5 as set out in the Notice, provided that such number shall not exceed 10% of the aggregate number of issued Shares as at the date of the passing of this resolution (subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares after the passing of this resolution).”

By order of the Board
Chuan Holdings Limited
Phang Yew Kiat
Chairman and Non-executive Director

Registered Office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Headquarters and Principal Place of
Business in Singapore:*
20 Senoko Drive
Singapore 758207

Hong Kong, 26 April 2022

Notes:

1. Any Shareholder entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a Shareholder. A Shareholder who is the holder of 2 or more Shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the AGM. If a Shareholder appoints more than one proxy, he must specify the number of Shares each proxy is appointed to represent. In light of the current Coronavirus Disease 2019 situation, the Shareholders are strongly encouraged to appoint the chairman of the AGM as their proxy to vote on the resolutions, instead of attending the above meeting in person.
2. To be valid, a form of proxy duly completed and signed in accordance with the instructions printed thereon, together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority must be deposited at the Company's share registrar in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 48 hours before the time appointed for the holding of the AGM (i.e. at or before 10:00 a.m. on Wednesday, 25 May 2022) or any adjourned meeting.
3. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 23 May 2022 to Friday, 27 May 2022, both days inclusive, during which period no transfer of the Shares will be registered. The record date for determining the entitlements of the Shareholders to attend and vote at the AGM will be Friday, 27 May 2022. In order to be eligible to attend and vote at the AGM, all duly completed transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Tricor Investors Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 20 May 2022.
4. Completion and return of the form of proxy will not preclude a Shareholder from attending and voting in person of the AGM should such Shareholder so wishes, and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. Where there are joint registered holders of any Share(s), any one of such persons may vote at the AGM, either personally or by proxy, in respect of such Share(s) as if he was solely entitled thereto; but if more than one of such joint holders be present at the AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share(s) shall alone be entitled to vote in respect thereof.
6. As at the date of this notice, the Board comprises Mr. Lim Kui Teng, Mr. Quek Sze Whye, Mr. Bijay Joseph and Mr. Lau Yan Hong as executive Directors; Mr. Phang Yew Kiat as non-executive Director; and Mr. Chan Po Siu, Mr. Wee Hian Eng Cyrus and Mr. Xu Fenglei as independent non-executive Directors.
7. Pursuant to Rule 13.39(4) of the Listing Rules, each of the resolutions as set out in the Notice put to vote at the AGM shall be decided by poll.