

Aspial Lifestyle

ASPIAL LIFESTYLE LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No.: 200806968Z)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“**EGM**”) of Aspial Lifestyle Limited (the “**Company**”) will be held at Aspial One, 55 Ubi Avenue 3 Level 1, Singapore 408864 on 27 June 2024 at 10.00 a.m. (Singapore time) for the purpose of considering and, if thought fit, passing with or without amendment, the following resolutions which will be proposed as Ordinary Resolutions. All capitalised terms used in this Notice of EGM which are not defined herein shall have the meanings ascribed to them in the circular to shareholders of the Company dated 12 June 2024 (the “**Circular**”).

Shareholders should note that the passing of Ordinary Resolution 1 and Ordinary Resolution 2 are inter-conditional. This means that if Ordinary Resolution 2 is not passed, Ordinary Resolution 1 will be deemed not to have been passed, and if Ordinary Resolution 1 is not passed, Ordinary Resolution 2 will be deemed not to have been passed.

In accordance with Rule 919 of the Catalist Rules and Rule 812(2) of the Catalist Rules, Aspial Corporation Limited (“**ACL**”), each of the Koh Siblings and their respective associates will abstain from voting on the Proposed Resolutions.

Ordinary Resolution 1: The Proposed Re-organisation

THAT, subject to and contingent upon the passing of Ordinary Resolution 2:

- (a) the entry by the Company into the SPA and all the transactions contemplated thereby, be approved, confirmed and ratified, and adopted; and
- (b) the directors of the Company (the “**Directors**”) and each of them be and are hereby severally authorised to complete and do all such acts and things (including, without limitation, executing all such documents as may be required and to make such amendments thereto as the Directors may consider necessary, desirable and expedient) as they or he may consider necessary, desirable or expedient or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this resolution.

Ordinary Resolution 2: The Proposed Allotment

THAT, subject to and contingent upon the passing of Ordinary Resolution 1:

- (a) the proposed allotment and issuance of 140,625,000 new ordinary shares in the capital of the Company (“**Shares**”) to ACL at an issue price of S\$0.128 per Share pursuant to the terms and conditions of the SPA, be approved, confirmed and ratified, and adopted; and
- (b) the Directors and each of them be and are hereby severally authorised to complete and do all such acts and things (including, without limitation, executing all such documents as may be required and to make such amendments thereto as the Directors may consider necessary, desirable and expedient) as they or he may consider necessary, desirable or expedient or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this resolution.

By Order of the Board

Lim Swee Ann
Company Secretary
12 June 2024

Notes:

- (1) The EGM will be held, in a **wholly physical format**, at Aspial One, 55 Ubi Avenue 3 Level 1, Singapore 408864 on 27 June 2024 at 10.00 a.m.. There will be no option for members of the Company ("**Members**") to participate virtually. Printed copies of this Notice of EGM, the accompanying Proxy Form and Request Form (collectively, the "**Documents**") will be sent by post to Members. The Documents together with the Circular will be made available on the Company's website at the URL <https://www.aspiallifestyle.com/investor-relations/> and on the SGX-ST's website at the URL <https://www.sgx.com/securities/company-announcements>.

Members may request physical copies of this Circular by filling out the Request Form and returning it by post to the registered office of the Company's Share Registrar, B.A.C.S. Private Limited, 77 Robinson Road, #06-03 Robinson 77, Singapore 068896; or if by email to aspiallifestyleEGM@aspiallifestyle.com, enclosing a clear scanned completed and signed Request Form, no later than 10.00 a.m. on 19 June 2024.

- (2) A member who is unable to attend the EGM and wishes to appoint proxy(ies) to attend, speak and vote at the EGM on his/her/its behalf should complete, sign and return the Proxy Form in accordance with the instructions printed thereon.
- (3) A member of the Company (other than a Relevant Intermediary as defined in Note 4 below) entitled to attend and vote at the EGM is entitled to appoint no more than two (2) proxies to attend and vote in his or her stead. A proxy need not be a member of the Company and where a member appoints two (2) proxies, he or she shall specify the proportion of his or her shareholding to be represented by each proxy in the Proxy Form.
- (4) A member of the Company who is a Relevant Intermediary entitled to attend and vote at the EGM is entitled to appoint more than two (2) proxies to attend and vote in his or her stead, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. A proxy need not be a member of the Company and where a member appoints more than two (2) proxies, the number and class of shares to be represented by each proxy must be stated.

"Relevant Intermediary" means:

- (a) a banking corporation licensed under the Banking Act 1970 of Singapore or a wholly owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
- (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore ("**SFA**") and who holds shares in that capacity; or
- (c) the Central Provident Fund Board ("**CPF Board**") established by the Central Provident Fund Act 1953 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the CPF Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
- (5) A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf.
- (6) The signed Proxy Form, together with the power of attorney or other authority under which it is signed (if applicable) or a certified copy thereof, must be:
- (a) lodged at the registered office of the Company's Share Registrar, B.A.C.S. Private Limited, 77 Robinson Road, #06-03 Robinson 77, Singapore 068896; or
- (b) submitted by email to aspiallifestyleEGM@aspiallifestyle.com,

in either case, by no later than 10.00 a.m. on 24 June 2024, being no less than 72 hours before the time appointed for holding this EGM, failing which the Company shall be entitled to regard the Proxy Form as invalid.

The Proxy Form must be signed by the appointor or his attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be either under its common seal or signed on its behalf by an attorney or a duly authorised officer of the corporation. Where the Proxy Form is signed on behalf of the appointor by an attorney, the letter or power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the Proxy Form, failing which the Proxy Form may be treated as invalid.

Completion and submission of the Proxy Form by a member will not prevent him/her from attending, speaking and voting at the EGM if he/she so wishes. The appointment of proxy(ies) for the EGM will be deemed to be revoked by the member attending the EGM in person and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the relevant Proxy Form(s) to the EGM.

The Company shall be entitled to reject the Proxy Form 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 Proxy Form (such as in the case where the appointor submits more than one (1) Proxy Form).

In the case of a member whose shares are entered against his/her name in the Depository Register (as defined in Section 81SF of the SFA, the Company may reject any Proxy Form lodged if such member, being the appointor, is not shown to have shares entered against his/her name in the Depository Register as at 72 hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company.

Members who hold their shares through a Relevant Intermediary (as defined in Section 181 of the Companies Act (including Central Provident Fund ("**CPF**") Investment Scheme members or Supplementary Retirement Scheme ("**SRS**") investors) and who wish to exercise their votes by appointing a proxy should approach their respective Relevant

Intermediaries (including their CPF agent banks or SRS approved banks) to submit their voting instructions at least seven (7) working days prior to the date of the EGM.

(7) **Submission of Questions in Advance**

Members may submit questions ahead of the EGM or raise questions at the EGM. For Members of the Company who would like to submit questions ahead of the EGM, they may do so by 5.00 p.m. on 19 June 2024:

- (a) via email to aspiallifestyleEGM@aspiallifestyle.com; or
- (b) via post to the registered office of the Company's Share Registrar, B.A.C.S. Private Limited, 77 Robinson Road, #06-03 Robinson 77, Singapore 068896.

For verification purposes, Members submitting questions are requested to state: (a) their full name, (b) their email address, and (c) the manner in which they hold shares in the Company (e.g., via CDP, SRS and/or physical scrip), failing which the Company shall be entitled to regard the submission as invalid.

The Company will endeavour to answer all substantial and relevant questions received from members by 5.00 p.m. on 19 June 2024 by publishing the Company's responses to such questions on the SGXNet at <https://www.sgx.com/securities/company-announcements> no later than 10.00 a.m. on Saturday, 22 June 2024, being at least forty-eight (48) hours before the closing date and time for the lodgement of the Proxy Form.

The Company will address any subsequent clarification sought, or substantial and relevant follow-up questions (which are related to the resolutions to be tabled for approval at the EGM) received after the 19 June 2024 submission deadline which have not already been addressed prior to the EGM, as well as those substantial and relevant questions received at the EGM, at the EGM itself. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed. The minutes of the EGM will be published on the SGXNet within one (1) month after the date of the EGM.

Personal Data Privacy:

By submitting the Proxy Form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM of the Company and/or any adjournment thereof, 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 or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over 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 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
- (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.

The member's personal data and its proxy(ies)'s and/or representative(s)'s personal data may be disclosed or transferred by the Company to its subsidiaries, its Share Registrar and/or other agents or bodies for any of the Purposes, and retained for such period as may be necessary for the Company's verification and record purposes.

Photographic, sound and/or video recordings of the EGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the EGM. Accordingly, the personal data of a member of the Company and/or its proxy(ies) or representative(s) (such as his/her name, his/her presence at the EGM and any questions he/ she may raise or motions he/she proposes/seconds) may be recorded by the Company for such purpose. Photographic, sound and/or video recordings of the EGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the EGM. Accordingly, the personal data of a member may be recorded by the Company for such purposes.

EGM Documents

EGM-related documents are available on the Company's corporate website at <https://www.aspiallifestyle.com/investor-relationships/> and on the SGX website at <https://www.sgx.com/securities/company-announcements>.

*This Notice of EGM has been reviewed by the Company's sponsor, SAC Capital Private Limited ("**Sponsor**"). This Notice of EGM has not been examined or approved by the Singapore Exchange Securities Trading Limited ("**SGX-ST**") and the SGX-ST assumes no responsibility for the contents of this notice, including the correctness of any of the statements or opinions made, or reports contained in this notice.*

The contact person for the Sponsor is Ms Lee Khai Yinn, at 1 Robinson Road, #21-00 AIA Tower, Singapore 048542, telephone (+65) 6232 3210.