



PENGUIN

PENGUIN INTERNATIONAL LIMITED

(UEN No. 197600165Z)

(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("**EGM**") of Penguin International Limited ("**Company**") will be held at 21 Tuas Road, Singapore 638489 on 27 April 2026, at 12.30 p.m. or immediately after the conclusion or adjournment of the Annual General Meeting of the Company to be held at 10.00 a.m. on the same day, for the purpose of considering and, if thought fit, passing with or without any modifications, the following ordinary resolution.

*All Capitalized terms used in this notice of Extraordinary General Meeting which are not defined herein shall have the meanings ascribed to them in the circular to shareholders of the Company dated 10 April 2026 ("**Circular**").*

ORDINARY RESOLUTION 1: THE PROPOSED ADOPTION OF PENGUIN SHARE PLAN 2026 ("PENGUIN SHARE PLAN 2026**")**

THAT:

- (a) the share plan to be known as the "Penguin Share Plan 2026" ("**Penguin Share Plan 2026**"), the rules of which ("**Penguin Share Plan 2026 Rules**") has been appended to and a summary of which is set out in the Circular and under which awards ("**Awards**") of ordinary fully-paid Shares will be granted on such terms and conditions and in accordance with the Penguin Share Plan 2026 Rules, be and is hereby approved and adopted;
- (b) the Directors, and/or such committee comprising Directors duly authorised and appointed by the Board to administer the Penguin Share Plan 2026, be and are hereby authorised:
 - (i) to establish and administer the Penguin Share Plan 2026;
 - (ii) to modify and/or amend the Penguin Share Plan 2026 from time to time provided that such modification and/or amendment is effected in accordance with the Penguin Share Plan 2026 and to do all such acts and to enter into such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Penguin Share Plan 2026;
 - (iii) in accordance with Section 161 of the Companies Act, to offer and grant Awards in accordance with the Penguin Share Plan 2026 and to allot and issue or deliver from time to time such number of new Shares required pursuant to the vesting of the Awards under the Penguin Share Plan 2026 (provided that the aggregate number of Shares available pursuant to the Penguin Share Plan 2026 and any other share-based incentive schemes or share plans of the Company (if any), shall not exceed fifteen per cent. (15%) of the total number of issued Shares of the Company excluding Treasury Shares and subsidiary holdings from time to time);
 - (iv) subject to the same being allowed by law, to apply any Share purchased or acquired under any share purchase mandate and to deliver such existing Shares (including any shares held in treasury) towards the satisfaction of Awards granted under the Penguin Share Plan 2026;
 - (v) 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 contemplated and authorised by this resolution; and

- (vi) to delegate any of the above to any committee of the Board.

By Order of the Board

James Tham Tuck Choong
Managing Director

10 April 2026

IMPORTANT: PLEASE READ NOTES OVERLEAF

Notes:

1. The EGM will be held, in a wholly physical format at the venue, date and time stated above. There will be no option for shareholders to participate virtually.
2. Printed copies of this Notice of EGM and the accompanying proxy form will be sent by post to members. These documents will also be published on the Company's corporate website at URL: <http://www.penguin.com.sg/about-us/investor-relations/> and will also be made available on the SGX website at <https://www.sgx.com/securities/company-announcements>.
3. Authenticated members, including CPF and SRS investors, and proxy(ies) will be able to ask questions and vote at the EGM by attending the EGM in person. Arrangements have also been put in place to permit members to submit their questions ahead of the EGM. Please refer to Notes 11 and 12 below for further details.
4.
 - (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the EGM. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
 - (b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

"Relevant intermediary" has the meaning ascribed to it in Section 181(6) of the Companies Act 1967.

Voting by Proxy

5. A proxy need not be a member of the Company.
6. Completion and return of the instrument appointing a proxy(ies) by a member will not prevent him/her from attending, speaking and voting at the EGM if he/she so wishes. The appointment of the proxy(ies) for the EGM will be deemed to be revoked if the member attends 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 instrument appointing a proxy(ies) to the EGM.
7. The proxy form must be executed under the hand of the appointor or of his attorney duly authorised in writing. Where the proxy form is executed by a corporation, it must be executed either under its common seal (or by the signatures of authorised persons in the manner as set out under the Companies Act as an alternative to sealing) or under the hand of an attorney or a duly authorised officer of the corporation.
8. 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 Securities and Futures Act 2001), the Company may reject any Proxy Form lodged if such member is not shown to have Shares entered against his/her/its name in the depository register as at 72 hours before the time appointed for the EGM, as certified by The Central Depository (Pte) Limited to the Company. The Company shall also be entitled to reject the Proxy Form if it is incomplete, improperly completed, or illegible (such as in the case where the appointor submits more than one Proxy Form).
9. The instrument appointing the proxy(ies) must be submitted to the Company in the following manner:
 - (a) if submitted by post, be lodged at the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
 - (b) if submitted electronically, be submitted via email to the Company at agm@penguin.com.sg,

in either case, by **12.30 p.m. on Friday, 24 April 2026**, being at least 72 hours before the time appointed for the EGM.

A member who wishes to submit an instrument of proxy must complete and sign the proxy form, before scanning and sending it by email to the email address provided above or submitting it by post to the address provided above.

Members are strongly encouraged to submit completed proxy forms electronically via email.

10. CPF/SRS investors who hold the Company's shares:

- (a) may vote at the EGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or
- (b) may appoint the Chairman of the EGM as proxy to vote on their behalf at the EGM, in which case they should approach their CPF Agent Banks/SRS Operators to submit their votes by **5.00 p.m. on Wednesday, 15 April 2026**.

Submission of Written Questions prior to the EGM

11. Members, including CPF and SRS investors, may submit substantial and relevant questions relating to the business of the EGM in advance and in any case, not later than by **5.00 p.m. on Friday, 17 April 2026** through any of the following means:

- (a) If submitted by email, to be received by the Company at agm@penguin.com.sg; or
- (b) If submitted by post, to be deposited at the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632.

When submitting questions by post or via email, members should also provide the following details: (i) the member's full name; (ii) the member's address; and (iii) the manner in which the member holds shares in the Company (e.g., via CDP, CPF, SRS and/or scrip), for verification purposes.

12. The Company will endeavour to address all substantial and relevant questions (which are related to the resolutions to be tabled for approval at the EGM) received from members either before the EGM on the Company's corporate website at URL: <http://www.penguin.com.sg/about-us/investor-relations/> and SGX website at URL: <https://www.sgx.com/securities/company-announcements> or during the EGM. Should there be subsequent clarification sought or follow-up questions after the deadline of the submission of questions, the Company will address those substantial and relevant questions prior to the EGM through publication on SGXNet, or at the EGM.
13. The Circular has been published on the Company's corporate website and may be accessed at URL: <http://www.penguin.com.sg/about-us/investor-relations/> by clicking on the hyperlink for "Circular". The Circular will also be made available on the SGX website at URL: <https://www.sgx.com/securities/company-announcements>.
14. Members may request for printed copy of the Circular by completing and submitting the Request Form sent to them by post together with printed copies of this Notice of EGM and the accompanying proxy form, to the Company at 21 Tuas Road, Singapore 638489 or by email to: agm@penguin.com.sg no later than **Friday, 17 April 2026**.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, 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 proxies and/or 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**"), (ii) 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 (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.