THE PLACE HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number: 200107762R)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (the "**EGM**") of The Place Holdings Limited (the "**Company**") will be held at 2.00 p.m. on 28 February 2024 at Meeting Room 332, Level 3 Suntec Singapore Convention and Exhibition Centre, 1 Raffles Boulevard, Suntec City, Singapore 039593 for the purpose of considering and, if thought fit, passing with or without modifications the following resolution, which will be proposed as an ordinary resolution:

Unless otherwise defined, all capitalised terms used herein shall bear the same meaning ascribed thereto in the Company's Circular dated 13 February 2024 to the Shareholders in respect of the resolution herein.

ORDINARY RESOLUTION – THE PROPOSED RATIFICATION OF THE ISSUANCE BY NEW VISION HOLDING PTE. LTD. OF 12,000,000 NEW ORDINARY SHARES (REPRESENTING 80% OF THE ENLARGED ISSUED AND PAID-UP SHARE CAPITAL OF NEW VISION HOLDING PTE. LTD. IMMEDIATELY FOLLOWING THE ISSUANCE)

RESOLVED THAT:

(a) the Issuance, on the terms and subject to the conditions set out in the SSA, and any other transactions and/or ancillary documents contemplated under or undertaken in connection with the Issuance, be and are hereby approved and ratified;

(b) the directors of the Company (the "**Directors**") or any of them be and are hereby authorised to complete and do all acts and things (including, without limitation, enter into all transactions, arrangements and agreements and approve, sign and execute all such documents which they in their absolute discretion consider to be necessary, and to exercise such discretion as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they or each of them deem desirable, necessary or expedient to give effect to the matters contemplated by this resolution and the Issuance, and any other transactions and/or ancillary documents contemplated under or undertaken in connection with the Issuance, as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Company, and all such acts and things be and are hereby affirmed, approved and ratified in all respects; and

(c) any and all actions previously or hereafter taken in the name of and on behalf of the Company by any Director in connection with or related to the transactions contemplated under or undertaken in connection with the Issuance, including the execution, delivery and performance of all agreements (including any amendments thereto) and other documents necessary to effect the Issuance or such matters, be, and hereby are, affirmed, approved and ratified in all respects.

BY ORDER OF THE BOARD

Ji Zenghe
Executive Chairman

13 February 2024

Notes:

(1) The EGM will be held in a wholly physical format. There will be no option for shareholders to participate virtually.

(2) A member may also submit substantial and relevant questions related to the ordinary resolution to be tabled for approval at the EGM, in advance of the EGM. To do so, all questions must be submitted by 2.00 p.m. (Singapore time) on 21 February 2024:

(a) in hard copy by sending personally or by post and lodging the same at the registered office of the Company at 6 Battery Road, #21-01, Singapore 049909; or

(b) by email to feedback@theplaceholdings.com.

Members will need to identify themselves when posing questions by email or by mail by providing the following details:

(a) the member's full name as it appears on his/her/its CDP/CPF/SRS share records;

(b) the member's NRIC/Passport/UEN number;

(c) the member's contact number, address and email address; and

(d) the manner in which the member holds his/her/its shares in the Company (e.g. via CDP, CPF or SRS).

Members are strongly encouraged to submit questions electronically via email. The Company will not be able to answer questions from persons who provide insufficient details to enable the Company to verify his/her/its shareholder status.

Members who hold Shares through relevant intermediaries (as defined in Section 181 of the Companies Act) (excluding investors who have purchased Shares using CPF or SRS monies) should contact their respective relevant intermediaries through which they hold such Shares to submit their questions relating to the resolution to be tabled for approval at the EGM based on the abovementioned instructions.

The Company will endeavour to address all substantial and relevant questions received in advance from Shareholders prior to the EGM, before or during the EGM. The responses to substantial and relevant questions received from Shareholders prior to the EGM will be posted on the SGXNET and the Company's website at the URL www.theplaceholdings.com before 2.00 p.m. (Singapore time) on 23 February 2024. If substantial and relevant written questions are submitted after the abovementioned cut-off date and time, they will be addressed during the EGM.

(3) A member who is not a relevant intermediary is entitled to appoint not more than two proxies. Where such member's instrument appointing a proxy(ies) appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument, failing which the nomination shall be deemed to be alternative.

(4) A member who is a relevant intermediary is entitled to appoint more than two proxies, 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 instrument appointing a proxy(ies) 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 instrument. Where the number and class of shares in relation to each proxy is not specified, it will be assumed that each proxy is appointed in relation to an equal number of shares divided amongst the proxies.

(5) A proxy need not be a member of the Company.

(6) The instrument appointing a proxy(ies), together with the power of attorney or other authority under which it is signed (if applicable) or a notarially certified copy thereof, must:

(a) if sent personally or by post, 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; or

(b) if submitted by email, be received by the Company at TPHEGM2024@boardroomlimited.com by 25 February 2024 at 2.00 p.m. (Singapore time), being not less than 72 hours before the time for the holding of the EGM, and in default the instrument of proxy shall not be treated as valid.

(7) If sent personally or by post, the instrument appointing a 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 a 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.

(8) Where an instrument appointing a proxy(ies) is submitted by email, it must be authorised in the following manner:

(a) 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

(b) 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 under hand and submitting a scanned copy of the signed instrument by email.

(9) In the case of a member whose shares are entered against his/her name in the Depository Register, the Company may reject any instrument appointing a proxy(ies) 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.

(10) Persons who hold shares through relevant intermediaries (as defined in Section 181 of the Companies Act 1967), including CPF and SRS investors, and who wish to participate in the EGM ("**Relevant Intermediary Participants**") by (a) voting at the EGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators; or (b) by appointing the Chairman of the EGM as proxy to vote on their behalf at the EGM, should contact the relevant intermediary (which would include, in the case of CPF and SRS investors, their respective CPF Agent Banks and SRS Operators) through which they hold such shares as soon as possible in order to facilitate the necessary arrangements for them to participate in the EGM. CPF or SRS investors who wish to appoint the Chairman of the EGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the EGM (i.e. by 19 February 2024).

PERSONAL DATA PRIVACY:

By attending the EGM and/or any adjournment thereof or submitting an instrument appointing a proxy(ies) to attend, speak and vote at the EGM and/or any adjournment thereof, or submitting any details of Relevant Intermediary Participants in connection with the EGM, 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) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof), the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), the publication of the names and comments of the members at the EGM, and in order for the Company (or its agents) to comply with any applicable laws, listing 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), 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 (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.

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