
NOTICE OF EXTRAORDINARY GENERAL MEETING

KING WAN CORPORATION LIMITED

(Company Registration No. 200001034R)
(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (**%EGM+**) of King Wan Corporation Limited (**%Company+**) will be held by electronic means on Friday, 30 July 2021 at 10:30 a.m. (or as soon thereafter following the conclusion or adjournment of the Company's annual general meeting 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 modifications, the following:

All capitalised terms used in this Notice of EGM which are not defined herein shall have the same meanings ascribed to them in the circular to the shareholders of the Company dated 9 July 2021 (the "Circular").

ORDINARY RESOLUTION 1: THE RIGHTS ISSUE

That, subject to and contingent upon the passing of Ordinary Resolution 2 and Ordinary Resolution 3, the renounceable non-underwritten rights issue of up to 349,176,870 new ordinary shares in the capital of the Company (**%Rights Shares+**) at an issue price of S\$0.02 per Rights Share (**%Issue Price+**), on the basis of one (1) Rights Share for every one (1) existing ordinary shares in the capital of the Company (**%Shares+**) held by shareholders of the Company (**%Shareholders+**) as at a time and date as the Directors may, in its absolute discretion, determine (**%Record Date+**), fractional entitlements to be disregarded, be and is hereby approved and authority be and is hereby given to the Directors or any of them to:

- (a) create and issue up to 349,176,870 Rights Shares at the Issue Price for each Rights Share;
- (b) provisionally allot and issue up to 349,176,870 Rights Shares at the Issue Price for each Rights Share on the basis of one (1) Rights Share for every one (1) Shares held by Shareholders as at the Record Date, on the terms and conditions set out below and/or otherwise on such terms and conditions (including the basis of provisional allotments of the Rights Shares) as the Directors may in their absolute discretion think fit:
 - (i) the provisional allotments of the Rights Shares under the Rights Issue shall be made on a renounceable basis to Shareholders whose names appear in the Register of Members of the Company or the records of The Central Depository (Pte) Limited (**%CDP+**) as at the Record Date (**%Entitled Shareholders+**) with registered addresses in Singapore or who have, at least three (3) Market Days prior to the Record Date, provided to the CDP or the share registrar of the Company (**%Share Registrar+**), as the case may be, addresses in Singapore for the service of notices and documents. The provisional allotments of the Rights Shares are not intended to be offered and sold to persons located, resident or with a registered address in the United States or any jurisdiction in which the Rights Issue may not be lawfully made;
 - (ii) no provisional allotment of the Rights Shares shall be made in favour of Shareholders with registered addresses outside Singapore as at the Record Date, and who have not, at least three (3) Market Days prior to the Record Date, provided to the CDP or the Share Registrar, as the case may be, addresses in Singapore for the service of notices or documents (**%Foreign Shareholders+**);
 - (iii) the provisional allotment of the Rights Shares which would otherwise accrue to Foreign Shareholders shall be disposed of by the Company in such manner and on such terms and conditions as the Directors shall deem fit for the purpose of renouncing the provisional allotments relating thereto to purchasers thereof and to pool and thereafter distribute the net proceeds, if any, thereof (after deducting all expenses) proportionally among such Foreign Shareholders in accordance with their respective shareholdings as at the Record Date provided that if the amount to be distributed to any single or joint Foreign Shareholder

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is less than S\$10.00, such amount shall instead be retained or dealt with for the sole benefit of the Company;

- (iv) the provisional allotment of the Rights Shares not taken up or allotted for any reason shall be used to satisfy applications for Excess Rights Shares (if any) or allotted or otherwise dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company; and
 - (v) the Rights Shares when issued and fully paid up will rank *pari passu* in all respects with the then existing Shares save for any dividends, rights, allotments or other distribution that may be declared or paid the record date for which falls before the date of issue of the Rights Shares,
- (c) the Directors or any of them be and are hereby authorised to fix the Record Date in their absolute discretion; and
- (d) the Directors or any of them be and are hereby authorised to take such steps, complete and do all such acts, matters and things as they may consider necessary or expedient for the purposes of or in connection with the Rights Issue (including but not limited to amending, finalising, approving and executing all such documents as may be required in connection with the Rights Issue), make such amendments to the terms of the Rights Issue and exercise such discretion as the Directors or any of them may in their absolute discretion deem fit, advisable or necessary in connection with all or any of the above matters.

ORDINARY RESOLUTION 2: THE WHITEWASH RESOLUTION

That, subject to and contingent upon the passing of Ordinary Resolution 1 and Ordinary Resolution 3, approval be and is hereby given as follows:

That subject to the satisfaction of all the conditions set out in the Securities Industry Council's (~~%SIC+~~) letter dated 3 June 2021 (as updated on 18 June 2021), the Shareholders (other than the Chua Concert Group) do hereby, on a poll taken, unconditionally and irrevocably waive their rights to receive a mandatory general offer under Rule 14.1 of the Singapore Code on Take-overs and Mergers (the ~~%Code+~~) from the Chua Concert Group, in respect of all or any part of the Shares held by such Shareholders, in the event that the Chua Concert Group incurs an obligation to do so as a result of (i) the Undertaking Shareholders subscribing for their pro-rata entitlement of Rights Shares under the Irrevocable Undertakings and subscribing for up to 145,000,000 Excess Rights Shares, if available; and (ii) the Other Chua Concert Group Members subscribing for up to their pro-rata entitlement of Rights Shares.

ORDINARY RESOLUTION 3: THE POTENTIAL TRANSFER OF CONTROLLING INTEREST

That, subject to and contingent upon the passing of Ordinary Resolution 1 and Ordinary Resolution 2, approval be and is hereby given as follows:

- (a) approval be and is hereby given to the allotment and issuance by the Company of up to 2,900,000 and 134,850,000 Excess Rights Shares to Chua Kim Hua and Chua Eng Eng respectively, if applicable, on and subject to the terms of the Rights Issue, where the issuance of such Excess Rights Shares may result in a transfer of a controlling interest in the Company to Chua Kim Hua and/or Chua Eng Eng pursuant to Rule 803 of the Listing Manual; and
- (b) any of the Directors be and is hereby authorised to complete and to do all acts and things as he may consider necessary or expedient for the purposes of or in connection with, and to give effect to the matters referred to in paragraph (a) of this resolution as he shall think fit and in the interests of the Company.

This Notice has been made available on SGXNet and on the Company's website. A printed copy of this Notice will NOT be despatched to members.

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BY ORDER OF THE BOARD

Catherine Lim Siok Ching
Company Secretary

Date: 9 July 2021

Notes:

- a) A Shareholder (including a relevant intermediary*) entitled to vote at the Extraordinary General Meeting (the EGM) must appoint Chairman of the EGM to act as proxy and direct the vote at the EGM.
- b) The instrument appointing the Chairman of the EGM as proxy must be under the hand of the appointor or on his/her attorney duly authorised in writing. Where the instrument appointing the Chairman of the EGM as proxy is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or duly authorised officer, failing which the instrument of proxy may be treated as invalid.
- c) A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the EGM, in accordance with Section 179 of the Companies Act, Chapter 50 of Singapore.
- d) In the case of joint shareholders, all holders must sign the form of proxy.

IMPORTANT NOTICE TO SHAREHOLDERS

The EGM is being convened, and will be held, only by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of this Notice, the proxy form and the Circular dated 9 July 2021 will not be sent to Shareholders. Instead, these documents will be made available on SGX website at the URL: <https://www.sgx.com/securities/company-announcements> and the Company's corporate website at the URL: <https://www.kingwan.com/>.

Alternative arrangements relating to, among others, attendance at the EGM by way of electronic means (including arrangements by which the EGM can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions in advance of the EGM, addressing of substantial and relevant questions prior to, or at the EGM and/or voting by appointing the Chairman of the EGM as proxy at the EGM, are set out below.

Due to the current COVID-19 situation and the related elevated safe distancing measures in Singapore, a Shareholder (including a relevant intermediary*) will not be able to attend the EGM in person. A Shareholder (whether individual or corporate) must appoint the Chairman of the EGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM if such Shareholder wishes to exercise his/her/its voting rights at the EGM.

- * Pursuant to Section 181 of the Companies Act, Cap. 50 of Singapore, any shareholder who is a relevant intermediary is required to appoint the Chairman of the EGM to attend and vote at the EGM. Relevant intermediary is either:
- (i) a banking corporation licensed under the Banking Act (Cap. 19) or its wholly-owned subsidiary which provides nominee services and holds shares in that capacity
 - (ii) a capital market services license holder which provides custodial services for securities under the Securities and Futures Act (Cap. 289) and holds in that capacity
 - (iii) the Central Provident Fund (CPF) Board established by the Central Provident Fund Act (Cap. 36), in respect of shares purchased on behalf of CPF investors.

Shareholders may participate at the EGM by taking note of the following steps:

1. Registration for Live Webcast

A Shareholder will be able to follow the proceedings of the EGM through a live audio-visual webcast or live audio-only stream (collectively, **Live Webcast**) via mobile phone, tablet, computer or any such electronic device.

In order to do so, a Shareholder must pre-register no later than 10:30 a.m. on 27 July 2021 (**Registration Deadline**), at the URL: <https://conveneagm.com/sg/kingwan> for authentication of their status as Shareholders.

Shareholders who have been authenticated will receive email instructions to access the Live Webcast of the proceedings of the EGM by 29 July 2021. Shareholders who have registered by the Registration Deadline but did not receive email instructions by 29 July 2021 may contact the Company by email at egm.2021@kingwan.com.sg for assistance.

Shareholders must not forward the abovementioned email instructions to other persons who are not Shareholders and who are not entitled to attend the EGM. This is also to avoid any technical disruptions or overload to the Live Webcast.

Investors who hold shares through relevant intermediaries as defined in Section 181(1C) of the Companies Act, including CPF and SRS Investors, and wish to participate in the EGM should, in addition to pre-registering, approach their respective agents, including CPF Agent Banks and

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SRS Operators, as soon as possible so that the necessary arrangements can be made by the relevant agents for their participation in the EGM

2. Shareholders' Queries

Shareholders will not be able to speak or ask questions during the Live Webcast, therefore it is important for them to submit their questions in advance of the EGM.

All questions to be addressed at the EGM must be submitted no later than 10:30 a.m. on 27 July 2021 to the Company:

- (a) via the pre-registration website at the URL: <https://conveneagm.com/sg/kingwanL>
- (b) mail to the Company's registered office at 8 Sungei Kadut Loop Singapore 729455Lor
- (c) via email to egm.2021@kingwan.com.sg.

For verification purpose, when submitting any questions by post or via email, Shareholders MUST provide the Company with their particulars (comprising full name (for individuals) / company name (for corporates), email address, contact number, NRIC / passport number / company registration number, shareholding type and number of shares held).

The Company will endeavour to address the substantial queries from Shareholders prior to, or at the EGM and upload the Company's responses on the SGX website. The minutes of the EGM, which include responses to substantial queries from the Shareholders which are addressed during the EGM, shall thereafter be published on SGX website, within one (1) month from the conclusion of the EGM.

Investors who hold shares through relevant intermediaries as defined in Section 181(1C) of the Companies Act, including CPF and SRS Investors, can submit their questions in relation to any resolution set out in the Notice of EGM upon pre-registration, however, they should, in addition to pre-registering, approach their respective agents, including CPF Agent Banks and SRS Operators, as soon as possible, so that the necessary arrangements can be made by the relevant agents for their participation in the EGM.

3. Proxy Voting

A Shareholder (including a relevant intermediary) will not be able to attend the EGM physically in person. If a Shareholder (whether individual or corporate) wishes to exercise his/her/its voting rights at the EGM, he/she/it must appoint the Chairman of the EGM as his/ her/its proxy to attend, speak and vote on his/her/its behalf at the EGM. The instrument appointing the Chairman of the EGM as proxy has been uploaded together with this Notice of EGM on SGX website on the same day.

Shareholders (whether individual or corporate) appointing the Chairman of the EGM as proxy must give specific instructions as to his/ her/its manner of voting, or abstentions from voting, in the proxy form, failing which the appointment will be treated as invalid.

The instrument appointing the Chairman of the EGM as proxy must be submitted to the Company in the following manner:

- (a) if by post, to the Registered Office Address of the Company, at 8 Sungei Kadut Loop Singapore 729455 (Opening Hours is 9 a.m. to 5.30 p.m., Mondays to Fridays (excluding Public Holidays)Lor
- (b) if sent by email to egm.2021@kingwan.com.sg,

in either case, not less than seventy-two (72) hours before the time for holding the EGM and at any adjournment thereof. A Shareholder who wishes to submit an instrument of proxy by (i) and (ii) must first download the proxy form, which is available on SGX website at the URL:

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<https://www.sgx.com/securities/company-announcements>, complete and sign the proxy form, before submitting it by post to the address provided above, or scanning and sending it by email to the email address provided above. In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for Shareholders to submit completed proxy forms by post, Shareholders are strongly encouraged to submit completed proxy forms electronically via email.

Investors who hold shares through relevant intermediaries as defined in Section 181(1C) of the Companies Act, including CPF and SRS Investors, and wish to appoint the Chairman of the EGM as proxy, should approach their respective agents, including CPF Agent Banks and SRS Operators, to submit their votes at least seven (7) working days before the EGM (i.e. by 5:00 p.m. on 19 July 2021) in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the EGM to vote on their behalf by the cut-off date.

The Company shall be entitled to reject the instrument appointing the Chairman of the EGM as proxy 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 instrument appointing the Chairman of the EGM as proxy (such as in the case where the appointor submits more than one instrument of proxy).

In the case of shares entered in the Depository Register, a Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at seventy-two (72) hours before the time fixed for holding the EGM in order for the Depositor to be entitled to appoint the Chairman of the EGM as proxy.

The Circular dated 9 July 2021 has been uploaded on SGXNet on 9 July 2021.

IMPORTANT NOTICE: Due to the evolving COVID-19 situation in Singapore, the Company may change the EGM arrangements at short notice. The Company will announce any changes to the holding or conduct of the EGM via the SGX website. Shareholders are advised to check the SGX website regularly for updates on the EGM.

Personal Data Privacy:

By (a) submitting an instrument appointing the Chairman of the EGM as proxy to attend and vote at the EGM and/or any adjournment thereof, or (b) submitting details for the registration to observe the proceedings of the EGM via Live Webcast, or (c) submitting any question prior to the EGM 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 proxy forms appointing the Chairman of the EGM as proxy for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof)
- (ii) processing of the registration for purpose of granting access to Shareholders (or their corporate representatives in the case of Shareholders which are legal entities) to the Live Webcast to observe the proceedings of the EGM and providing them with any technical assistance where necessary
- (iii) addressing substantial and relevant questions from Shareholders received before the EGM and if necessary, following up with the relevant Shareholders in relation to such questions
- (iv) preparation and compilation of the attendance list, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof)
- (v) 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.

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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 (such as his name, his presence at the EGM and any questions he may raise or motions he propose/second) may be recorded by the Company for such purpose.