

**Lafe Corporation Limited**  
(Incorporated in Bermuda with Limited Liability)

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“AGM”) of Lafe Corporation Limited (the “Company”) will be held by way of electronic means on Thursday, 30 July 2020 at 2 p.m. Singapore time to transact the following businesses:

**AS ORDINARY BUSINESS**

- (1) To receive and adopt the Directors’ Report and Audited Financial Statements for the year ended 31 December 2019 and the Auditors’ Report thereon. (Resolution 1)
- (2) (i) To re-elect Mr. Christopher Ho Wing-On, who will retire by rotation pursuant to the Company’s Bye-laws 86(1) and (2) and who, being eligible, will offer himself for re-election. (Resolution 2)
- (ii) To re-elect Mr. Paul Law Kwok Fai, who will retire by rotation pursuant to the Company’s Bye-laws 86(1) and (2) and who, being eligible, will offer himself for re-election. (Resolution 3)
- (iii) To re-elect Mr. Kenny Suen Wai Cheung, who will retire by rotation pursuant to the Company’s Bye-laws 86(1) and (2) and who, being eligible, will offer himself for re-election. (Resolution 4)
- (iv) To re-elect Mr. Ricky Sim Eng Huat, who will retire by rotation pursuant to the Company’s Bye-laws 86(1) and (2) and who, being eligible, will offer himself for re-election. (Resolution 5)
- (v) To re-elect Mr. Kin Yuen, who will retire pursuant to the Company’s Bye-laws 86(1) and (2) and who, being eligible, will offer himself for re-election. (Resolution 6)

***Key information on the above Directors can be found on pages 1 and 7 to 16 of the 2019 Annual Report and Notes (6) to (8) as below.***

- (3) To approve the Non-Executive Directors’ Fees of S\$255,969.16 for the year ended 31 December 2019 (2018: S\$243,780.15). (Resolution 7)
- (4) To ratify the appointment of Messrs Mazars LLP as Auditors of the Company for the year ended 31 December 2019 and to approve their re-appointment as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.. (Resolution 8)

**AS SPECIAL BUSINESS**

To consider and if thought fit, approve with or without modifications, the following ordinary resolution:

- (5) Authority to Issue Shares

That pursuant to the Companies Act 1981 of Bermuda and the Listing Manual of the Singapore Exchange Securities Trading Limited (“SGX-ST”), authority be and is hereby given to the Directors of the Company to issue shares (“Shares”) in the capital of the Company whether by way of rights, bonus or otherwise; and/or make or grant offers, agreements or options (collectively, “Instruments”) that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares at any time and upon such terms and conditions and to such persons as the Directors may, in their absolute discretion, deem fit provided that:

- (i) the aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty per centum (50%) (or such other higher or lower limit as may be prescribed by the SGX-ST) of the total number of issued

shares (excluding treasury shares) in the capital of the Company at the time of the passing of this Resolution, of which the aggregate number of Shares and convertible securities to be issued other than on a pro rata basis to all shareholders of the Company shall not exceed twenty per centum (20%) of the total number of issued shares (excluding treasury shares) in the Company;

- (ii) for the purpose of determining the aggregate number of Shares that may be issued under subparagraph (i) above, the total number of issued shares (excluding treasury shares) shall be based on the total number of issued shares (excluding treasury shares) of the Company as at the date of the passing of this Resolution, after adjusting for:
  - (a) new shares arising from the conversion or exercise of convertible securities;
  - (b) new shares arising from exercising share options or vesting of Share awards outstanding or subsisting at the time this Resolution is passed; and
  - (c) any subsequent bonus issue, consolidation or subdivision of shares; and
- (iii) that such authority shall, unless revoked or varied by the Company in general meeting, continue in force (i) until the conclusion of the Company's next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier, or (ii) in the case of shares to be issued in accordance with the terms of convertible securities issued, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the terms of such convertible securities. (Resolution 9)

By Order of the Board

Paul Francis Gregory Binney  
Company Secretary  
Singapore, 15 July 2020

Notes:

- (1) The forthcoming AGM is being convened, and will be held, by electronic means pursuant to (i) the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020; and (ii) the Additional Guidance on the Conduct of General Meetings During Elevated Safe Distancing Period jointly issued by the Accounting and Corporate Regulatory Authority, the Monetary Authority of Singapore, and Singapore Exchange Regulation on 13 April 2020. This Notice is published on SGXNet at the URL <https://www.sgx.com/securities/company-announcements> and is also made available at the Company's website at <http://www.lafecorporation.com>. **Printed copies of this Notice will not be sent to shareholders of the Company.**
- (2) Alternative arrangements relating to attendance at the AGM via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the Meeting in advance of the AGM, addressing of substantial and relevant questions at the AGM and voting by appointing the Chairman of the Meeting as proxy at the AGM, are set out in the accompanying Company's announcement dated 15 July 2020.
- (3) Due to the current COVID-19 restriction orders in Singapore, shareholders will not be able to attend the AGM in person. A shareholder (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such shareholder wishes to exercise his/her/its voting rights at the Annual General Meeting. The accompanying proxy form for the AGM may be accessed on SGXNet at the URL <https://www.sgx.com/securities/company-announcements> and is also made available at the Company's website at <http://www.lafecorporation.com>

If a Shareholder wishes to appoint the Chairman of the Meeting to vote at the AGM in his stead, then he should complete and sign the relevant Shareholder Proxy Form.

A Depositor (Individual or Corporation) whose name is shown in the Depository Register of The Central Depository (Pte) Limited ("CDP") as at a time not earlier than 48 hours prior to the time of the

AGM who/which wishes to appoint the Chairman of the Meeting to vote at the AGM in his stead, then he should complete and sign the the Depositor Proxy Form.

- (4) The Chairman of the Meeting, as proxy, need not be a shareholder of the Company.
- (5) The instrument appointing the Chairman of the Meeting as proxy must be submitted to the Company in the following manner:
  - (a) if submitted in hard copy and by post, the proxy form must be lodged with the Company's Share Transfer Agent, M & C Services Private Limited at 112 Robinson Road, #05-01, Singapore 068902; or
  - (b) if submitted electronically, the proxy form must be submitted via email to the Company's Share Transfer Agent, at [gpb@mncsingapore.com](mailto:gpb@mncsingapore.com),

in either case, at least 48 hours before the time for holding the AGM, no later than 2 p.m. on 28 July 2020 (the "Proxy Deadline").

- (6) Except for Mr. Christopher Ho Wing-On and Mr. Paul Law Kwok Fai, there is no change to the responses previously disclosed by each of the retiring Directors, who are seeking re-election, under items (a) to (k) of Appendix 7.4.1 of the SGX-ST Listing Manual which were all "No".

In respect of Mr. Christopher Ho Wing-On there is no change to the responses previously disclosed under items (a) and (c) to (k) of Appendix 7.4.1 of the SGX-ST Listing Manual which were all "No" except item (b) which is "Yes". In this respect Mr. Christopher Ho Wing-On was a Director of Nimble Holdings Company Limited (formerly, The Grande Holdings Limited), a company listed on the Hong Kong Stock Exchange, when this company was being petitioned for liquidation by a creditor in May 2011. The company had successfully undergone certain schemes of arrangement and the liquidation order was eventually removed by the court in May 2016.

In respect of Mr. Paul Law Kwok Fai there is no change to the responses previously disclosed under items (a) and (c) to (k) of Appendix 7.4.1 of the SGX-ST Listing Manual which were all "No" except item (b) which is "Yes". In this respect Mr. Paul Law Kwok Fai had been a Director of Nimble Holdings Company Limited (formerly, The Grande Holdings Limited), a company listed on the Hong Kong Stock Exchange. He ceased to be a Director within two years prior to this company being petitioned for liquidation by a creditor in May 2011. The company had successfully undergone certain schemes of arrangement and the liquidation order was eventually removed by the court in May 2016.

- (7) The Appendix 7.4.1 information in respect of each appointment as Director was announced as follows: Mr. Christopher Ho Wing-On on 9 April 1999, Mr. Paul Law Kwok Fai on 6 August 2010, Mr. Kenny Suen Wai Cheung on 6 August 2010, Mr. Ricky Sim Eng Huat on 28 August 2014 and Mr. Kin Yuen on 29 August 2016.
- (8) The Board has considered the Nominating Committee's recommendation and assessment on each Director's background, experience, independence and commitment in the discharge of his duties as a Director and is satisfied that he will continue to contribute to the Board if re-elected.

A Member/Depositor who wishes to submit an instrument of proxy must first download, complete and sign the relevant Shareholder/Depositor proxy form, before submitting it by post to the address provided above, or before 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 members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.

The instrument appointing the Chairman of the Meeting as proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing the Chairman of the Meeting as proxy is executed by a corporation, it must be either under its common seal or signed on its behalf by a duly authorised officer or attorney, failing which the instrument of proxy may be treated as invalid.

Personal Data Privacy:

By attending the Annual General Meeting and/or any adjournment thereof or submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a Shareholder or Depositor (i) consents to the collection, use and disclosure of the Shareholder's or Depositor'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 Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), 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 Shareholder or Depositor discloses the personal data of the Shareholder's or Depositor's proxy(ies) and/or representative(s) to the Company (or its agents), the Shareholder or Depositor 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 Shareholder or Depositor will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Shareholder's or Depositor's breach of warranty.