



KORI HOLDINGS LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No. 201212407R)
NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("AGM") of Kori Holdings Limited (the "Company") will be held at Aster Room, Level 3, Singapore Polytechnic Graduates' Guild, 1010 Dover Road, Singapore 139658 on Thursday, 26 April 2018 at 2.00 p.m. for the following purposes:

As Ordinary Business

1. To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2017 and the Directors' Statement together with the Auditors' Report. (Resolution 1)
2. To declare a one-tier tax exempt first and final dividend of S\$0.001 per ordinary share for the financial year ended 31 December 2017. (Resolution 2)
3. To re-elect Mr Hooi Yu Koh, who is retiring pursuant to Regulation 93 of the Company's Constitution, and who, being eligible, offered himself for re-election. (Resolution 3)
[See Explanatory Note 1(a)]
4. To re-elect Mr Nicholas Philip Lazarus, who is retiring pursuant to Regulation 93 of the Company's Constitution and who, being eligible, offered himself for re-election. (Resolution 4)
[See Explanatory Note 1(b)]
5. To re-elect Mr Ng Wai Kit, who is retiring pursuant to Regulation 99 of the Company's Constitution and who, being eligible, offered himself for re-election. (Resolution 5)
[See Explanatory Note 1(c)]
6. To approve the payment of Directors' fees of up to S\$145,000.00 for the financial year ending 31 December 2018, payable quarterly in arrears [FY2017: S\$145,000.00]. (Resolution 6)
7. (I) To note the retirement of Messrs Nexia TS Public Accounting Corporation ("Nexia") as Auditors of the Company and to appoint Messrs BDO LLP ("BDO"), as Auditors of the Company in place of Nexia, to hold office until the conclusion of the next annual general meeting of the Company at a remuneration and on such terms as may be agreed by the Directors of the Company with BDO (the "Proposed Change of Auditors"); and
(II) The Directors and any one of them be and are hereby authorised and empowered to approve and complete and do all such acts and things (including to approve, modify, ratify, sign, seal, execute and deliver all such documents as may be required) as they or he may consider expedient, desirable, necessary or in the interests of the Company to give effect to this Ordinary Resolution. (Resolution 7)
[See Explanatory Note 2]
8. To pass any other ordinary business which may be properly transacted at an annual general meeting.

As Special Business

To consider and, if thought fit, to pass the following as Ordinary Resolutions, with or without modifications:

9. Authority to Allot and Issue Shares

- THAT pursuant to Section 161 of the Companies Act, Chapter 50 (the "Act") and Rule 806 of the Listing Manual Section B: Rules of Catalyst of the Singapore Exchange Securities Trading Limited (the "SGX-ST") ("Catalist Rules"), the Directors of the Company be authorised and empowered to:
- (I) (i) allot and issue shares in the capital of the Company ("Shares") whether by way of rights, bonus or otherwise; and/or
(ii) 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) options, warrants, debentures or other instruments convertible into Shares, at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and
 - (II) (notwithstanding that the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force, provided that:
 - (a) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of Instruments, made or granted pursuant to this Resolution), shall not exceed one hundred per cent (100%) of the total number of issued Shares in the capital of the Company (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (b) below), of which the aggregate number of Shares to be issued other than on a pro-rata basis to the existing shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed fifty per cent (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (b) below);
 - (b) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) that may be issued under sub-paragraph (a) above, the percentage of the issued Shares shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed, after adjusting for:
 - (i) new Shares arising from the conversion or exercise of any convertible securities;
 - (ii) new Shares arising from the exercise of share options or vesting of share awards which are outstanding and/or subsisting at the time of the passing of this Resolution, provided the share options or share awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
 - (iii) any subsequent bonus issue, consolidation or subdivision of Shares;
 - (c) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force; and such compliance has been waived by the SGX-ST, all applicable legal requirements under the Act and the Constitution for the time being of the Company; and
 - (d) the authority conferred by this Resolution shall, unless revoked or varied by the Company in general meeting, continue to be in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is earlier. (Resolution 8)
[See Explanatory Note 3]

10. Authority to allot and issue shares under the Kori Employee Share Option Scheme (the "Share Option Scheme")

That pursuant to Section 161 of the Act, authority be and is hereby given to the Directors of the Company to offer and grant options ("Options") in accordance with the provisions of the Share Option Scheme and to allot and issue from time to time such number of Shares as may be required to be allotted and issued pursuant to the exercise of Options, provided always that the aggregate number of Shares to be allotted and issued pursuant to the Share Option Scheme, when added to the number of Shares issued and issuable in respect of all Options granted under the Share Option Scheme including the Performance Share Plan (as defined herein), and any other share option schemes of the Company, shall not exceed fifteen per cent. (15%) of the total number of issued Shares (including treasury shares) on the date preceding the date of the relevant grant of an Option. (Resolution 9)
[See Explanatory Note 4]

11. Authority to allot and issue shares under the Kori Performance Share Plan (the "Performance Share Plan")

That pursuant to Section 161 of the Act, authority be and is hereby given to the Directors of the Company to grant awards ("Awards") in accordance with the provisions of the Performance Share Plan and to allot and issue from time to time such number of Shares as may be required to be allotted and issued pursuant to the Awards granted under the Performance Share Plan, provided always that aggregate number of Shares to be allotted and issued pursuant to the Performance Share Plan, and the total number of existing Shares which may be purchased from the market for delivery pursuant to the Awards granted under the Performance Share Plan, when added to the number of Shares issued and issuable in respect of all Awards granted under the Performance Share Plan, and including the Share Option Scheme and any other share option schemes of the Company, shall not exceed fifteen per cent. (15%) of the total issued Shares (including treasury shares) on the date preceding the date of the grant of the relevant Awards. (Resolution 10)
[See Explanatory Note 5]

12. The Proposed Renewal of the Share Purchase Mandate

- (I) That for the purposes of Sections 76C and 76E of the Act, the Directors of the Company be and are hereby authorized to exercise all the powers of the Company to purchase or otherwise acquire the Shares not exceeding in aggregate the Maximum Limit (as defined below), at such price(s) as may be determined by the Directors of the Company from time to time up to the Maximum Price (as defined below), whether by way of:
 - (a) on-market purchases (the "Market Purchase"), transacted on the SGX-ST through the SGX-ST's trading system, and which may be transacted through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or
 - (b) off-market purchases (the "Off-Market Purchase") effected pursuant to an equal access scheme as defined in Section 76C of the Act.
 and otherwise in accordance with all other laws and regulations, including but not limited to, the Constitution of the Company, the provisions of the Act and the Catalist Rules as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "Share Purchase Mandate");
- (II) That unless varied or revoked by the members of the Company in a general meeting, the authority conferred on the Directors of the Company pursuant to the Share Purchase Mandate may be exercised by the Directors of the Company at any time and from time to time during the Relevant Period (as defined below) and expiring on the earliest of:
 - (a) the date on which the next annual general meeting of the Company is held or required by law to be held;
 - (b) the date on which the purchases or acquisitions of Shares by the Company pursuant to the Share Purchase Mandate are carried out to the full extent mandated; or
 - (c) the date on which the authority conferred by the Share Purchase Mandate is varied or revoked by shareholders in a general meeting;
- (III) For the purposes of this Resolution:

"Maximum Limit" means that number of issued Shares representing not more than 10% of the issued ordinary share capital of the Company (excluding treasury shares and subsidiary holdings) as at the date of the passing of this Resolution, unless the Company has effected a reduction of the share capital of the Company (other than a reduction by virtue of a share buy-back) in accordance with the applicable provisions of the Act, at any time during the Relevant Period (as defined below), in which event the issued ordinary share capital of the Company shall be taken to be the amount of the issued ordinary share capital of the Company as altered by such capital reduction (excluding any treasury shares that may be held by the Company from time to time). Any Shares which are held as treasury shares will be disregarded for purposes of computing the 10% limit;

"Relevant Period" means the period commencing from the date of the passing of this Resolution and expiring on the earliest of the date on which the next annual general meeting of the Company is held or is required by law to be held, the date on which the share buy-backs are carried out to the full extent of the Share Purchase Mandate, or the date the said mandate is revoked or varied by the Company in a general meeting;

"Maximum Price", in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) which shall not exceed:

 - (a) in the case of Market Purchase, 105% of the Average Closing Price; and
 - (b) in the case of an Off-Market Purchase pursuant to an equal access scheme, 110% of the Average Closing Price,
 where:

"Average Closing Price" means the average of the closing market prices of the Shares over the last five (5) Market Days, on which transactions in the Shares were recorded, before the day on which the purchase or acquisition of Shares was made, or as the case may be, the day of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs after the relevant five (5) Market Days;

"day of the making of the offer" means the day on which the Company makes an offer for an Off-Market Purchase, stating therein the purchase price (which shall not be more than the Maximum Price for an Off-Market Purchase calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and
- (IV) That the number of Shares which may in aggregate be purchased or acquired by the Company during the Relevant Period shall be subject to the Maximum Limit;
- (V) That the Directors of the Company and/or any of them be and are hereby authorised to deal with the Shares purchased by the Company, pursuant to the Share Purchase Mandate in any manner as they think fit, which is permitted under the Act; and
- (VI) That the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution. (Resolution 11)
[See Explanatory Note 6]

By Order of the Board

Shawn Chan Changyuan
Company Secretary
Singapore
11 April 2018

Notes:

1. (a) A proxy appoints more than one intermediary, is entitled to appoint not more than two proxies to attend, speak and vote at the meeting. Where such proxy's form of proxy appoints more than one intermediary, the entitlement 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 meeting, 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 Act.
2. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf.
 3. A proxy need not be a member of the Company.
 4. The instrument appointing a proxy or proxies, must be deposited at the office of the Company's Share Registrar, Tricor Barbinder Share Registration Services, at 80 Robinson Road, #11-02, Singapore 068898, not less than 48 hours before the time appointed for the holding of the AGM.
 5. A depositor shall not be regarded as a member of the Company entitled to attend and vote at the AGM unless his name appears on the Depository Register not less than seventy-two (72) hours before the time of the AGM.

Explanatory Notes:

- (1) (a) Mr Hooi Yu Koh will, upon re-election as a Director of the Company, remain as the Chief Executive Officer and Managing Director of the Company. There are no relationships including immediate family relationships between Mr Hooi Yu Koh and the other Directors or its 10% shareholders. Detailed information on Mr Hooi Yu Koh can be found under the "Board of Directors" and "Corporate Governance Report" sections in the Company's Annual Report.
- (b) Mr Nicholas Philip Lazarus will, upon re-election as a Director of the Company, remain as the Chairman of the Remuneration Committee and a member of the Audit and Nominating Committees. There are no relationships including immediate family relationships between Mr Nicholas Philip Lazarus and the other Directors or its 10% shareholders. The Board considers him to be independent for the purpose of Rule 704(7) of the Catalist Rules. Detailed information on Mr Nicholas Philip Lazarus can be found under the "Board of Directors" and "Corporate Governance Report" sections in the Company's Annual Report.
- (c) Mr Ng Wai Kit will, upon re-election as a Director of the Company, remain as the Executive Director of the Company. There are no relationships including immediate family relationships between Mr Ng Wai Kit and the other Directors or its 10% shareholders. Detailed information on Mr Ng Wai Kit can be found under the "Board of Directors" and "Corporate Governance Report" sections in the Company's Annual Report.
- (2) The Company has received a letter of nomination from a shareholder, Chang Fui Woon, nominating BDO as auditors in place of retiring auditors, Nexia. BDO has given their consent to act as Auditors. The Audit Committee has reviewed the nomination and recommended the appointment of BDO LLP as Auditors. An appendix is attached to this Notice to provide the Shareholders with information relating to the Proposed Change of Auditors to be tabled at the AGM ("Appendix").
 - (a) Nexia has confirmed, by way of its letter dated 4 April 2018, that it is not aware of any professional reasons why BDO should not accept the appointment as auditors of the Company;
 - (b) the Company confirms that there were no disagreements with Nexia on accounting treatments within the last 12 months up to the date of the Appendix;
 - (c) the Company confirms that it is not aware of any circumstances connected with the Proposed Change of Auditors that should be brought to the attention of the Shareholders which has not been disclosed in the Appendix;
 - (d) the Company confirms that the specific reasons for the Proposed Change of Auditors are disclosed in Section 2.1 of the Appendix. The Proposed Change of Auditors is neither due to the dismissal of Nexia nor Nexia declining to stand for re-appointment; and
 - (e) the Company confirms that it is in compliance with Rules 712 and 715 of the Catalist Rules in relation to the appointment of BDO as the new auditors of the Company.
- (3) The proposed Resolution 8 in item 9, if passed, will empower the Directors of the Company, by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to allot and issue Shares and/or convertible securities in the Company, without seeking any further approval from shareholders in general meeting but within the limitation imposed by this Resolution 7, for such purposes as the Directors may consider would be in the best interests of the Company. The number of Shares and convertible securities that the Directors may allot and issue under this Resolution 7 would not exceed one hundred per cent. (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time of passing of this Resolution 7. For issue of Shares and convertible securities other than on a pro-rata basis to all shareholders, the aggregate number of Shares and convertible securities to be issued shall not exceed fifty per cent (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time of passing of this Resolution 7.
- (4) The proposed Resolution 9 in item 10, if passed, will empower the Directors, from the date of the AGM until the next annual general meeting of the Company, or the date by which the next annual general meeting of the Company is required by law to be held or when varied or revoked by the Company in a general meeting, whichever is the earlier, to allot and issue Shares pursuant to the exercise of Options granted or to be granted under the Share Option Scheme and such other share-based incentive scheme or share plan up to a number not exceeding, in total, fifteen per cent. (15%) of the total number of issued Shares (including treasury shares) on the date preceding the date of the relevant grant.
- (5) The proposed Resolution 10 in item 11, if passed, will empower the Directors, from the date of the AGM until the next annual general meeting of the Company, or the date by which the next annual general meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to allot and issue Shares pursuant to the vesting of Awards under the Performance Share Plan and such other share-based incentive scheme or share plan (including the total number of existing Shares which may be purchased from the market for delivery pursuant to the Awards granted) up to a number not exceeding, in total, fifteen per cent. (15%) of the total number of issued Shares (including treasury shares) on the date preceding the date of the relevant grant.
- (6) The proposed Resolution 11 in item 12, if passed, will empower the Directors of the Company, from the date of the AGM until the next annual general meeting or the date by which the next annual general meeting of the Company is required by law to be held or when varied or revoked by the Company in general meeting, whichever is earlier, to purchase or acquire up to ten per centum (10%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings), at prices up to but not exceeding the Maximum Price (as defined above), as at the date of the passing of this Ordinary Resolution 11. Details the proposed renewal of the Share Purchase Mandate are set out in the Appendix accompanying this annual report.

Personal data privacy:

By submitting a proxy form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM 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) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (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 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.