

CHINA KUNDA TECHNOLOGY HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number: 200712727W)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting (the “**AGM**”) of **China Kunda Technology Holdings Limited** (the “**Company**”) will be convened and held at 4 Shenton Way, #17-01 SGX Centre 2, Singapore 068807 on Friday, 28 July 2023 at 9.00 a.m. for the following purposes:-

AS ORDINARY BUSINESS

1. To receive and, if approved, to adopt the Audited Accounts for the financial year ended 31 March 2023 (“**FY2023**”) together with the Directors’ Report and Independent Auditors’ Report thereon.

(Resolution 1)
2. To approve the payment of Directors’ Fees of S\$140,000 for the financial year ended 31 March 2023 (2022: S\$140,000).

(Resolution 2)
3. To re-elect Mr Cai Kaoqun as Director of the Company retiring pursuant to Regulation 107 of the Company’s Constitution.
[See Explanatory Note (i)]

(Resolution 3)
4. To re-elect Mr Hau Khee Wee as Director of the Company retiring pursuant to Regulation 107 of the Company’s Constitution.
[See Explanatory Note (ii)]

(Resolution 4)
5. To re-appoint Messrs Ernst & Young LLP, as Auditors of the Company and to authorise the Directors to fix their remuneration.

(Resolution 5)
6. To transact any other ordinary business which may be properly transacted at the AGM.

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolution (with or without amendments) as Ordinary Resolutions:-

7. **Authority to allot and issue new shares in the capital of the Company (“Shares”)**

That pursuant to Section 161 of the Companies Act 1967 (the “**Act**”) and Rule 806 of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) Listing Manual Section B: Rules of Catalyst (“**Catalist Rules**”), the Directors be and are hereby authorised and empowered to:

- (a) (i) allot and issue 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

- (b) (notwithstanding the authority conferred by this resolution may have ceased to be in force) issue Shares in pursuance of any Instruments made or granted by the Directors while this resolution was in force,

provided that:

- (1) the aggregate number of Shares (including Shares to be issued in pursuance of Instruments, made or granted pursuant to this resolution), to be issued pursuant to this resolution shall not exceed one hundred per cent (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares to be issued other than on a pro-rata basis to existing shareholders of the Company 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 (2) below);
- (2) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the percentage of the total number of issued Shares (excluding treasury shares and subsidiary holdings) shall be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time of the passing of this resolution, after adjusting for:
 - (a) new Shares arising from the conversion or exercise of any Instruments or any convertible securities;
 - (b) new Shares arising from exercising of share options or vesting of share awards, provided that 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
 - (c) any subsequent bonus issue, consolidation or subdivision of Shares;Adjustments in accordance with sub-paragraph (2)(a) or (2)(b) are only to be made in respect of new Shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this resolution.
- (3) 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 (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Act and the Company's Constitution for the time being; and
- (4) unless revoked or varied by the Company in a general meeting, the authority conferred by this resolution shall continue 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 the earlier.

(Resolution 6)

BY ORDER OF THE BOARD

ONG WEI JIN
COMPANY SECRETARY
13 JULY 2023
SINGAPORE

EXPLANATORY NOTES ON RESOLUTIONS TO BE PASSED:

- (i) Mr Cai Kaoqun will, upon re-election as a Director of the Company, remain as the Executive Chairman and CEO of the Company. Mr Cai Kaoqun is the brother of Mr Cai Kaobing, the Executive Director of the Company. Saved as disclosed, there are no relationships (including immediate family relationships) between Mr Cai and other directors, the Company, its related corporation and its 5% shareholders. Pursuant to Rule 720(5) of the Catalist Rules, the information relating to Mr Cai as set out in the Appendix 7F of the Catalist Rules is disclosed in pages 42 to 47 of this Annual Report.
- (i) Mr Hau Khee Wee will, upon re-election as a Director of the Company, remain as the Chairman of the Audit Committee and a member of the Nominating Committee and Remuneration Committee of the Company. Mr Hau will be considered independent for the purpose of Rule 704(7) of the Catalist Rules. There are no relationships (including immediate family relationships) between Mr Hau and the other Directors, the Company, its related corporations and its 5% shareholders. Pursuant to Rule 720(5) of the Catalist Rules, the information relating to Mr Hau as set out in the Appendix 7F of the Catalist Rules is disclosed in pages 42 to 47 of this Annual Report.

IMPORTANT NOTICE ON AGM ARRANGEMENT:

- (1) The AGM will be held in a wholly physical format which can accommodate up to 20 members in attendance at 4 Shenton Way, #17-01 SGX Centre 2, Singapore 068807 on Friday, 28 July 2023 at 9.00 a.m. There will be no option for members of the Company ("**Members**") to participate at the AGM by way of electronic means. Printed copies of this Notice of AGM, the Proxy Form and the FY2023 Annual Report will be sent to Members. These documents will also be made available on the SGXNet at <https://www.sgx.com/securities/company-announcements> and the Company's website at <https://www.chinakunda.com>.
- (2) A Member who is entitled to attend and vote at the AGM and who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend and vote in his stead. Where such Member appoints more than one (1) proxy, he/she shall specify the proportion of his/her shareholding to be represented by each proxy. A proxy need not be a Member of the Company. If the appointor is a corporation, the proxy must be executed under seal or the hand of its duly authorized officer or attorney.

"**Relevant intermediary**" has the meaning ascribed to it in Section 181 of the Act.
- (3) A Member (whether individual or corporate) can appoint the Chairman of the AGM or persons other than the Chairman of the AGM as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the Proxy Form, failing which the appointment of the Chairman of the AGM or persons other than the Chairman of the AGM as proxy for that resolution will be treated as invalid.
- (4) Investors who hold Shares through relevant intermediaries, including SRS investors who wish to participate in the AGM by (a) personally attend and cast their vote at the AGM; (b) submitting questions in advance of the AGM; and/or (c) appointing attend, speak and vote on their behalf at the AGM, should contact their respective SRS Operators so that the necessary arrangements can be made for their participation in the AGM. SRS investors who wish to appoint the Chairman of the AGM or persons other than the Chairman of the AGM as proxy should approach their respective SRS Operators by **5.00 p.m. on Tuesday 18 July 2023** to submit their votes, being at least seven (7) working days prior to the date of the AGM.
- (5) The instrument appointing the proxy, together with the letter or power of attorney or other authority under which it is signed or a duly certified copy (if applicable), must be submitted to the Company in the following manner:

(a) **by post** to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or

(b) **by email** to: srs.teamd@boardroomlimited.com

in either case by no later than **9.00 a.m. on Wednesday 26 July 2023**, being at least 48 hours before the time appointed for holding the AGM.

- (6) The Company shall be entitled to reject the instrument of 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 (such as the case where the appointor submits more than one instrument of proxy).
- (7) A Depositor's name must appear on the Depository Register maintained by the Central Depository (Pte) Limited ("**CDP**"), at least seventy-two (72) hours before the time appointed for holding the AGM in order to be entitled to attend and vote at the AGM or appoint the proxy.

SUBMISSION OF QUESTIONS PRIOR TO THE AGM

- (8) A Depositor's name must appear on the Depository Register maintained by the Central Depository (Pte) Limited ("**CDP**"), at least seventy-two (72) hours before the time appointed for holding the AGM in order to be entitled to attend and vote at the AGM or appoint the proxy.
- (9) Members may raise questions at the AGM or submit questions related to the resolutions to be tabled for approval at the AGM, in advance of the AGM in the following manner:
- (a) **by post** to the registered office of the Company at 4 Shenton Way, #17-01 SGX Centre 2, Singapore 068807; or
- (b) **by email** to alex@chinakunda.com

in either case to be received by **21 July 2023 at 9.00 a.m.**

- (10) The Company shall address the substantial and relevant queries received by 24 July 2023 at 9.00 a.m. (at least 48 hours prior to the closing date and time for the lodgement of the proxy forms), and publish the minutes of the AGM on SGXNet, and the Company's website within one (1) month after the date of the AGM. Where there are substantially similar questions, the Company will consolidate such questions, consequently, not all questions may be individually addressed.
- (11) Members submitting questions are requested to state: (a) their full name; and (b) the member's identification /registration number, failing which the Company shall be entitled to regard the submission as invalid.

PERSONAL DATA PRIVACY:

"**Personal data**" in this Notice of AGM has the same meaning as "personal data" in the Personal Data Protection Act 2012, which includes, inter alia, the member's name and its proxy's and/or representative's name, address and NRIC/Passport number. By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend 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 or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) 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 or service providers) 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 or services 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.

*This Notice has been reviewed by the Company's Sponsor, PrimePartners Corporate Finance Pte. Ltd. (the "**Sponsor**"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "**Exchange**") and the Exchange assumes no responsibility for the contents of this Notice, including the correctness of any of the statements or opinions made or reports contained in this Notice.*

The contact person for the Sponsor is Ms. Ng Shi Qing, 16 Collyer Quay, #10-00 Collyer Quay Centre, Singapore 049318, sponsorship@ppcf.com.sg.