

NOTICE OF ANNUAL GENERAL MEETING



LUXKING GROUP HOLDINGS LIMITED (Incorporated in Bermuda)

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“AGM”) of Luxking Group Holdings Limited (the “Company”) will be held by way of electronics means on Friday, 28 October 2022 at 11.00 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Report and the Audited Financial Statements of the Company for the financial year ended 30 June 2022 together with the Independent Joint Auditor’s Report thereon.
(Resolution 1)
2. To re-elect Mr Er Kwong Wah as a Director of the Company who retiring pursuant to Bye-law 86(1) of the Company’s Bye-Laws.
[See Explanatory Note (i)]
(Resolution 2)
3. To approve the payment of Directors’ fees of S\$160,415 for the year ending 30 June 2023, to be paid quarterly in arrears. (FY2022: S\$151,415)
(Resolution 3)
4. To re-appoint Messrs BDO Limited, Certified Public Accountants, Hong Kong and BDO LLP, Public Accountants and Chartered Accountants, Singapore as the Company’s Auditors to act jointly and severally and to authorise the Directors to fix their remuneration.
(Resolution 4)
5. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

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

6. Authority to allot and issue shares up to 50 per centum (50%) of the issued shares

That pursuant to Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (“SGX-ST”), authority be given to the Directors of the Company to issue shares 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 for such purposes to such persons as the Directors of the Company may in their absolute discretion deem fit and (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 of the Company while this Resolution was in force, provided that:

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- (a) the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (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 shareholders of the Company shall not exceed 20% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (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 that may be issued under sub-paragraph (a) above, the total number of issued shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
 - (i) new shares arising from the conversion or exercise of any convertible securities;
 - (ii) new shares arising from exercise of share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution; 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 Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Bye-Laws of the Company; and
- (d) unless revoked or varied by the Company in a general meeting, such authority 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 earlier.
[See *Explanatory Note (ii)*]

(Resolution 5)

By Order of the Board

Yoo Loo Ping
Company Secretary

Singapore, 6 October 2022

Explanatory Notes:

- (i) Mr Er Kwong Wah, if re-elected, will remain as an Independent Director, the Chairman of the Nominating Committee and a member of the Audit Committee and Remuneration Committee of the Company. He is considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST. His profile can be found under the sections entitled "Board of Directors" and "Corporate Governance Report" in the Annual Report.
- (ii) The Ordinary Resolution 5 proposed in item 6 above, if passed, will empower the Directors of the Company, effective 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 or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares, make or grant Instruments convertible into shares and to issue shares pursuant to such Instruments, up to a number not exceeding, in total, 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to 20% may be issued other than on a pro rata basis to shareholders.

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For determining the aggregate number of shares that may be issued, the total number of issued shares (excluding treasury shares and subsidiary holdings) will be calculated based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Ordinary Resolution is passed, after adjusting for new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time when this Ordinary Resolution is passed, and any subsequent bonus issue, consolidation or subdivision of shares.

IMPORTANT NOTICE FOR SHAREHOLDERS:

The Company's AGM is being convened, and will be held, by electronic means in accordance with the Joint Statement by Accounting and Corporate Regulatory Authority, Monetary Authority of Singapore and Singapore Exchange Regulation titled "Additional Guidance on the Conduct of General Meetings During Elevated Safe Distancing Period".

Copies of the documents and information relating to the AGM (including the Annual Report FY2022, Notice of AGM and Proxy Form) have been made available on SGXNet and the Company's corporate website and may be accessed at the following URLs:

- (i) <https://www2.sgx.com/securities/company-announcements>; or
- (ii) <http://www.newasiatapes.com/en/investor-relations/financial-report>

Printed copies of this Notice of AGM and Proxy Form will also be despatched to shareholders.

Shareholders should take note of the following arrangements for the AGM:

(a) Participation in the virtual AGM

The AGM will be conducted only by electronic means, and shareholders will **not** be able to attend the AGM in person. The Company will arrange for (i) a "live" audio-visual webcast of the AGM ("**Live Webcast**"); and (ii) a "live" audio-only feed (via telephone) ("**Audio Feed**"), which allows shareholders to participate at the AGM. The Company will utilise both (i) real-time electronic voting and (ii) real-time electronic communication at the AGM.

Details of the steps for pre-registration, pre-submission of questions and voting at the AGM are set out in items (b) to (e) below.

(b) Pre-registration for AGM

Shareholders who wish to attend the AGM must pre-register online at <https://globalmeeting.bigbangdesign.co/luxking2022/> **no later than Tuesday, 25 October 2022, 11.00 a.m.** ("**Pre-Registration Deadline**") for verification purposes. Following successful verification, an email with instructions on how to join the AGM will be sent to the registered shareholders via email by Thursday, 27 October 2022, 11.00 a.m. Shareholders must not forward the email instruction to other persons who are not shareholders and who are not entitled to attend the AGM. This is also to avoid any technical disruptions or overload to the AGM.

Investors holding shares through relevant intermediaries (as defined in Section 181 of the Companies Act 1967) ("**Investors**") (other than CPF/SRS investors) will not be able to pre-register for the AGM. An Investor who wishes to participate in the AGM should approach his/her relevant intermediary as soon as possible in order to make the necessary arrangements. The relevant intermediary is required to submit a consolidated list of participants (setting out in respect of each participant, his/her name, email address and NRIC/Passport number), via email to the Company at webcast@bigbangdesign.co no later than Tuesday, 25 October 2022, 11.00 a.m.

Shareholders and Investors who have pre-registered by the Pre-Registration Deadline but did not receive the aforementioned email by Thursday, 27 October 2022, 11.00 a.m. should email to webcast@bigbangdesign.co for assistance.

Shareholders and Investors must not forward their unique link, webinar ID or password to other persons. Recording of the AGM proceeding in whatever form is also strictly prohibited.

(c) Submission of Questions

Shareholders and Investors may submit substantial and relevant textual questions related to the resolution to be tabled for approval at the AGM in advance of, or "live" at, the AGM.

Submission of Questions in advance of the AGM

Shareholders and Investors who have questions in relation to any agenda item in this notice of AGM can submit their questions to the Company in advance, **no later than Monday, 17 October 2022, 11.00 a.m.** through the any of the following means:

- (i) Via the pre-registration website at the URL <https://globalmeeting.bigbangdesign.co/luxking2022/>;

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- (ii) by email to webcast@bigbangdesign.co; or
- (iii) by post, to be deposited with B.A.C.S Private Limited, 77 Robinson Road #06-03, Robinson 77, Singapore 068896.

Shareholders and Investors must identify themselves when posting questions through email or mail by providing the following details:

- (i) Full Name;
- (ii) Contact Telephone Number;
- (iii) Email Address; and
- (iv) The manner in which you hold shares (if you hold shares directly, please provide your CDP account number; otherwise, please state if you hold your shares through CPF or SRS, or are a relevant intermediary shareholder).

Shareholders are strongly encouraged to submit their questions via the pre-registration website or by email. The Company will endeavour to address all substantial and relevant questions received on or before 17 October 2022, 11.00 a.m. relating to the ordinary resolutions to be tabled for approval at the AGM via an announcement on SGXNET and the Company's website latest by 23 October 2022, 11.00 a.m..

Substantial and relevant questions which are submitted after 11.00 a.m. on 17 October 2022 will be consolidated and addressed either before the AGM via an announcement on SGXNet and the Company's website or at the AGM.

Submission of Questions "live" at the AGM

Shareholders and Investors may submit textual questions "live" at the AGM in the following manner:

- (a) Shareholders or where applicable, their appointed proxy(ies) and Investors who have pre-registered and are verified to attend the AGM can ask questions relating to the ordinary resolutions tabled for approval at the AGM "live" at the AGM, by typing in and submitting their questions through the "live" ask question function via the audio-visual webcast platform during the AGM within a certain prescribed time limit.
- (b) Shareholders who wish to appoint a proxy(ies) (other than the Chairman of the AGM) to ask questions "live" at the AGM on their behalf must, in addition to completing and submitting an instrument appointing a proxy(ies), ensure that their proxy(ies) pre-register separately via the registration link that will be sent to the appointed proxy(ies) by the Company upon verification of the Proxy Form(s).
- (c) Shareholders (including CPF and SRS Investors) or, where applicable, their appointed proxy(ies) must access the AGM Proceedings via the "live" audio-visual webcast in order to ask questions "live" at the AGM, and will not be able to do so via the audio-only stream of the AGM proceedings.
- (d) The Company will, during the AGM itself, address as many substantial and relevant questions (which are related to the resolution to be tabled for approval at the AGM) which have not already been addressed prior to the AGM, as well as those received "live" at the AGM itself, as reasonably practicable. Where there are substantially similar questions, the Company will consolidate such questions; consequently, not all questions may be individually addressed.

The Company will publish the minutes of the AGM, which will include responses from the Board and management of the Company on the substantial and relevant questions received from Shareholders via an announcement on SGXNet and the Company's website within one (1) month after the AGM.

(d) **Voting at the AGM or voting by appointing proxy(ies)**

For Investors who hold shares through relevant intermediaries please refer to item (e) for the procedures to vote at the AGM.

Shareholders will be able to vote online at the AGM via the live voting feature upon selecting the option at <https://globalmeeting.bigbangdesign.co/luxking2022/>. Alternatively, a Shareholder (whether individual or corporate) who wishes to exercise his/her/its voting rights at the AGM may submit a Proxy Form to appoint the Chairman of the AGM or such other person(s) as his/her/its proxy(ies) to vote on his/her/its behalf at the AGM.

Duly completed proxy forms must be submitted through any of the following means **not later than Tuesday, 25 October 2022, 11.00 a.m.** (being no later than seventy-two (72) hours before the time appointed for holding the AGM):

- (i) by email, a copy to main@zicoholdings.com; or
- (ii) by post, be deposited at the office of Singapore Share Transfer Agent of the Company, B.A.C.S Private Limited, 77 Robinson Road #06-03, Robinson 77, Singapore 068896.

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Besides despatch of the printed copies of the proxy form (including Depositor Proxy Form), they are also made available on SGXNet and the Company's corporate website and may be accessed at the URLs <https://www2.sgx.com/securities/company-announcements> and <http://www.newasiatapes.com/en/investor-relations/financial-report>.

In appointing the Chairman of the Meeting as proxy, the Shareholder (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.

In appointing such other person(s) as proxy, if no specific direction as to voting is given or in the event of any other matter arising at the AGM and at any adjournment thereof, the proxy(ies) will vote or abstain at his/her discretion.

Please refer to the detailed instruction set out in the Proxy Form.

(e) **Voting at the AGM by Relevant Intermediary Investors and CPF/SRS Investors**

Relevant Intermediary Investors (including CPF/SRS investors) who wish to appoint Chairman of the Meeting or such other person(s) as their proxy(ies) to vote at the AGM should not make use of the Depositor Proxy Form and should instead approach their respective relevant intermediary as soon as possible to specify voting instructions. CPF/SRS investors who wish to vote should approach their respective CPF Agent Bank or SRS Operators to submit their votes **no later than Tuesday, 18 October 2022, 11.00 a.m.**, being at least seven (7) working days before the AGM.

Personal data privacy:

By (a) submitting a proxy form appointing the Chairman of the AGM or such other person(s) as proxy(ies) to attend, speak and vote at the AGM and/or any adjournment thereof, (b) completing the pre-registration in accordance with this Notice, or (c) submitting any question prior to the AGM 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, administration and analysis by the Company (or its agents or service providers) of proxy forms appointing the Chairman of the AGM or such other person(s) as proxy(ies) for the AGM (including any adjournment thereof);
- (ii) processing of the pre-registration for purposes of granting access to Shareholders to the LIVE WEBCAST or AUDIO ONLY MEANS of the AGM proceedings and providing them with any technical assistance where necessary;
- (iii) addressing substantial and relevant questions from Shareholders received before the AGM and if necessary, following up with the relevant Shareholders in relation to such questions;
- (iv) preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof); and
- (v) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines.

In addition, the personal data of a Shareholder (such as name, presence at the AGM and any questions raised or motions proposed/seconded) may be recorded by the Company during sounds and/or video recordings of the AGM which may be made by the Company for record keeping and to ensure the accuracy of the minutes of the AGM and a Shareholder of the Company consents to the collection, use and disclosure of the Shareholder's personal data by the Company (or its agents or service providers) for such purpose.