

KTMG LIMITED

Company Registration No.: 197401961C

(the "Company")

(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("AGM") of the Company will be held at ACC EduHub 51 Cuppage Road, #03-03, Princeton Room, Singapore 229469 on Tuesday, 25 June 2024 at 10:00 a.m. to transact the following business:-

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2023 and the Auditors' Report thereon.
(Resolution 1)
2. To re-elect Mr Lim Siau Hing @ Lim Kim Hoe as a Director of the Company pursuant to Regulations 118 and 119 of the Company's Constitution.
[See Explanatory Note 1] **(Resolution 2)**
3. To appoint Mr Ooi Jit Huat as a Director of the Company pursuant to Regulation 90 of the Company's Constitution.
[See Explanatory Note 2] **(Resolution 3)**
4. To appoint Mr Lau Ping as a Director of the Company pursuant to Regulation 90 of the Company's Constitution.
[See Explanatory Note 3] **(Resolution 4)**
5. To note the retirement of the following Directors of the Company upon the conclusion of this AGM:-
 - a. Mr Goh Yeow Tin
Upon the retirement of Mr Goh Yeow Tin as Director of the Company, he will be relinquishing his position as the Lead Independent Director, Chairman of the Nominating Committee and a member of the Audit and Remuneration Committees.
 - b. Mr Yap Boh Pin
Upon the retirement of Mr Yap Boh Pin as Director of the Company, he will be relinquishing his position as the Independent Director, Chairman of the Audit Committee and a member of the Nominating and Remuneration Committees.
6. To approve the Directors' fees of S\$85,000 for the financial year ended 31 December 2023. (31 December 2022: S\$85,000)
(Resolution 5)
7. To re-appoint Messrs Foo Kon Tan LLP as auditors of the Company and to authorise the Directors to fix their remuneration.
(Resolution 6)

AS SPECIAL BUSINESS

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

8. RENEWAL OF SHARE ISSUE MANDATE

“That pursuant to Section 161 of the Companies Act 1967 and subject to Rule 806 of the Catalist Rules, authority be and is hereby given to the Directors of the Company to:

- (a) (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 or convertible securities (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;

- (b) (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 always that:

- (i) the aggregate number of Shares and convertible securities 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 100% 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 (ii) below), and provided further that where shareholders of the Company (“**Shareholders**”) are not given the opportunity to participate in the same on a pro-rata basis, then the Shares and convertible securities to be issued under such circumstances 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 (ii) below);
- (ii) (subject to 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 (i) above, the percentage of the issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued Shares of the Company (excluding treasury shares and subsidiary holdings) at the time of passing of this Resolution, after adjusting for:

- (1) new Shares arising from the conversion or exercise of convertible securities,
- (2) new Shares arising from exercising share options or vesting of share awards, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
- (3) any subsequent bonus issue, consolidation or subdivision of Shares;

Adjustments in accordance with (1) or (2) 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;

- (iii) in exercising the authority conferred by this Resolution, the Company shall comply with the requirements imposed by the SGX-ST from time to time and the provisions of the Catalist Rules of the SGX-ST for the time being in force (in each case, unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act and otherwise, and the Constitution of the Company for the time being; and
- (iv) such authority shall, unless revoked or varied by the Company at a general meeting, continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier.

(Resolution 7)

[See Explanatory Note 4]

ANY OTHER BUSINESS

9. To transact any other business which may be properly transacted at an AGM.

BY ORDER OF THE BOARD

Pan Mi Keay
Company Secretary
10 June 2024

Explanatory Notes:-

1. Mr Lim Siau Hing @ Lim Kim Hoe, upon re-election as a Director of the Company, will continue to serve as Executive Chairman of the Board. Mr Lim Siau Hing @ Lim Kim Hoe (Executive Chairman) is the father of Mr Lim Vhe Kai (Executive Director and Chief Executive Officer) of the Company.

Detailed information of Mr Lim Siau Hing @ Lim Kim Hoe can be found under the "Board of Directors" and "Statement of Corporate Governance" sections in the Company's Annual Report 2023.
2. Mr Ooi Jit Huat will, upon appointment as an Independent Director of the Company, serve as the Chairman of the Audit Committee as well as a member of the Nominating Committee and the Remuneration Committee. He is considered independent for the purposes of Rule 704(7) of the Catalist Rules. Detailed information of Mr Ooi Jit Huat pursuant to Rule 720(5) of the Catalist Rules can be found in the "Statement of Corporate Governance" section in the Company's Annual Report 2023.
3. Mr Lau Ping will, upon appointment as an Independent Director of the Company, serve as a member of the Audit Committee, the Nominating Committee and the Remuneration Committee. He is considered independent for the purposes of Rule 704(7) of the Catalist Rules. Detailed information of Mr Lau Ping pursuant to Rule 720(5) of the Catalist Rules can be found in the "Statement of Corporate Governance" section in the Company's Annual Report 2023.
4. The proposed Ordinary Resolution 7, if passed, will empower the Directors of the Company from the date of this meeting until the date of the next AGM of the Company, or the date by which the next AGM is required by law to be held or when varied or revoked by the Company in the general meeting, whichever is the earlier, to allot and issue shares and/or convertible securities in the Company at any time. The number of shares and/or convertible securities that the Directors may allot and issue under this resolution shall not exceed 100% of the issued share capital (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which the total number of shares and convertible securities issued other than on a pro rata basis to existing shareholders shall not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, at the time the resolution is passed.

Notes:-

1. The AGM of the Company will be held physically with no option for members to participate virtually. Printed copies of the Annual Report 2023 will not be sent to members. Instead, the Annual Report 2023 will be sent to members by electronic means via an announcement on the SGX website at the URL <https://www.sgx.com/securities/company-announcements> and may be accessed at the Company's website at the URL <https://www.ktmg.sg/announcements>.
2. Printed copies of this Notice of AGM, the Proxy Form, and Request Form will be sent to members by post. The Proxy Form, and Request Form may be downloaded from the Company's website at the URL <https://www.ktmg.sg/announcements> or, the SGXNet. For Shareholders who prefer to receive a printed copy of the Annual Report 2023, please refer to the Request Form on how to make a request.

3. In view of the guidance note issued by the Singapore Exchange Regulation, a member may ask question relating to the items on the agenda of the AGM by:–
- submitting question via mail to the Company's corporate office at 5 Harper Road #04-03 Singapore 369673 or email to ir@ktmg.sg in advance of the AGM latest by 18 June 2024 at 10.00 a.m.; or
 - "live Question and Answer" at the physical AGM.

When sending questions, members should also provide their full name as it appears on the CDP/CPF/SRS records, address, contact number, email address, number of shares in the Company and the manner in which the shares are held in the Company (e.g., via CDP, CPF or SRS) for verification.

Shareholders are encouraged to submit their questions latest by 18 June 2024 at 10.00 a.m., as this will allow the Company sufficient time to address and respond to these questions on 20 June 2024 after trading hours (at least 48 hours prior to the closing date and time for the lodgment of the proxy form). The responses will be published on (i) the SGX-ST's website; and (ii) the Company's corporate website.

4. A member who is not a relevant intermediary may appoint not more than two proxies to attend, speak and vote at the AGM. Where such member's form of proxy appoints more than one proxy to attend, speak and vote at the AGM, he shall specify in the form of proxy the proportion of the shareholding concerned to be represented by each proxy.
5. A member who is a relevant intermediary may appoint more than two proxies to attend, speak and vote at the AGM, 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 or the proportion of shareholdings 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 of the Companies Act 1967 of Singapore.

6. A proxy need not be a Member of the Company.
7. The instrument appointing a proxy or proxies must be submitted to the Company in the following manner:
- (a) if sent personally or by post, must be left at the office of the Company's Share Registrar, Tricor Barbinder Share Registration Services at 9 Raffles Place, #26-01 Republic Plaza, Singapore 048619; or
 - (b) if submitted by email, be received by the Company's Share Registrar, Tricor Barbinder Share Registration Services at sg.is.proxy@sg.tricorglobal.com

in either case, by 10.00 a.m. on 22 June 2024.

A member who wishes to submit an instrument of proxy must download the proxy form, then complete and sign the 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.

8. Investors who hold their shares through relevant intermediaries (including CPF or SRS investors) and who wish to exercise their votes by appointing the AGM Chairman as proxy should approach their respective relevant intermediaries (including their respective CPF Agent Banks or SRS Operators) to submit their voting instructions at least seven (7) working days prior to the date of the AGM.

PERSONAL DATA PRIVACY

By submitting an instrument 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 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 service 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, SAC Capital Private Limited (the "**Sponsor**"). This notice 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. Charmian Lim (Tel: (65) 6232 3210) at 1 Robinson Road, #21-00 AIA Tower, Singapore 048542.