Notice of Annual General Meeting

k1 Ventures Limited
Co. Reg. No. 197000535W
(Incorporated in the Republic of Singapore)

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of k1 Ventures Limited (the "Company") will be held at Suntec Singapore Convention and Exhibition Centre, Rooms 324 - 326, Level 3, 1 Raffles Boulevard Suntec City, Singapore 039593 on Friday, 20 October 2017 at 2.30 p.m. to transact the following business:

As Ordinary Business

1. To receive and adopt the Directors' Statement and Audited Financial Statements for the year ended 30 June 2017. **Resolution 1**

2. To declare a final tax-exempt (one-tier) dividend of 6.5 cents per share for the financial year ended 30 June 2017 (2016: nil). **Resolution 2**

3. To re-elect the following directors, each of whom will retire pursuant to Article 86 of the Company's Constitution and who, being eligible, offer themselves for re-election pursuant to Article 87 (see Note 2).

   (a) Mr Alexander Vahabzadeh **Resolution 3(a)**

   (b) Mr Tan Poh Lee Paul **Resolution 3(b)**

4. To re-elect Mr Jeffrey Alan Safchik, who ceases to hold office as a director in accordance with Article 93 of the Company's Constitution and who, being eligible, offers himself for re-election (see Note 2). **Resolution 4**

5. To approve the remuneration of the directors of the Company for the financial year ended 30 June 2017, comprising the payment of directors' fees of S$351,000 in cash (2016: S$321,000) (see Note 3). **Resolution 5**

6. To approve the remuneration of the directors of the Company for the financial year ending 30 June 2018, comprising the payment of directors' fees in cash of up to S$321,000, pro-rated on a daily basis for each director who has served for less than the entire financial year ending 30 June 2018, based on the length of his/her service during that financial year (that is, until he/she ceases to hold office or his/her management powers have ceased (whichever is earlier)) (see Note 4). **Resolution 6**

7. To re-appoint Messrs Deloitte & Touche LLP as auditors of the Company for the financial year ending 30 June 2018, and to authorise the directors to fix their remuneration. **Resolution 7**

As Special Business

To consider and, if thought fit, approve with or without modification, the following resolution as an Ordinary Resolution:

8. That: **Resolution 8**

   (a) approval be and is hereby given, for the purposes of Chapter 9 of the Listing Manual ("Chapter 9") of the Singapore Exchange Securities Trading Limited ("SGX-ST"), for the Company, its subsidiaries and associated companies that are entities at risk (as that term is used in Chapter 9), or any of them, to enter into any of the transactions falling within the types of Interested Person Transactions described in the Appendix to this Notice of Annual General Meeting (the "Appendix"), with any person who falls within the classes of Interested Persons described in the Appendix, provided that such transactions are made on arm's length basis and on normal commercial terms and in accordance with the review procedures for Interested Person Transactions as set out in the Appendix (the "Shareholders' Mandate");

   (b) the Shareholders' Mandate shall, unless revoked or varied by the Company in general meeting, 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;

(c) the Audit Committee of the Company be and is hereby authorised to take such action as it deems proper in respect of such procedures and/or to modify or implement such procedures as may be necessary to take into consideration any amendment to Chapter 9 which may be prescribed by the SGX-ST from time to time; and

(d) 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, without limitation, executing all such documents as may be required) as they and/or he/she may consider expedient or necessary or in the interests of the Company to give effect to the Shareholders' Mandate and/or this Resolution (see Note 5).

BY ORDER OF THE BOARD



Winnie Mak
Company Secretary
Singapore, 27 September 2017

Notice of Annual General Meeting

Notes:

1. (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the Annual General Meeting ("AGM"). Where such member's form of proxy appoints more than one proxy, the proportion 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 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 one proxy, 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 of the Companies Act, Chapter 50 of Singapore.

   A proxy need not be a member of the Company. The proxy form must be deposited at the registered office of the Company at 1 HarbourFront Avenue, #18-01 Keppel Bay Tower, Singapore 098632, not less than 48 hours before the time appointed for holding the AGM. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf.

2. Detailed information about these directors can be found in the "Board of Directors" and "Senior Management" sections of the Company's Annual Report 2017.

   Mr Vahabzadeh is Managing Partner of the Beaumont Group of companies. Prior to Beaumont, he was the co-founder and president of SAFANAD, an international investment firm, with investment professionals in Geneva, Switzerland, the United States and the GCC. From 1994 to 2009, Mr Vahabzadeh was the co-founder and managing partner of the BV Group, which built a portfolio of private equity and real estate holdings in the US, Europe and Asia. He has developed several successful real estate operating platforms and aggregated a significant portfolio of assets in specialized sectors such as government leased office buildings, healthcare real estate facilities and student housing projects. Over the past 20 years, Mr Vahabzadeh has led investments in over 100 private equity transactions and funds. In addition, he serves on the advisory board of several venture capital and corporate buyout funds in which his group is an investor. Mr Vahabzadeh holds a BBA in International Business from George Washington University. Mr Vahabzadeh has a 50% interest in the shares of BV Singapore Holdings Limited, a substantial shareholder of the Company.

   Mr Tan Poh Lee Paul will upon re-election continue to serve as a member of the Audit Committee and Nominating Committee. Mr Tan is the Group Controller of Keppel Corporation Limited, the holding company of Kephinance Investment Pte Ltd, a substantial shareholder of the Company. Mr Tan is also the Chief Financial Officer of Keppel Offshore & Marine Ltd, a wholly-owned subsidiary of Keppel Corporation Limited. He joined Keppel Group in 1980 and has held various management positions over the years within the Keppel Group. Mr Tan is responsible for the Group Accounts of Keppel Corporation Limited and provides advice to the Keppel Group on accounting and corporate finance matters. He is also involved in investor relations for the Keppel Group. Mr Tan is also an independent director of Penguin International Limited and an alternate director of Dyna-Mac Holdings Ltd, both of which are companies listed on the SGX-ST.

   Mr Jeffrey Alan Safchik will upon re-election continue to serve as Executive Director of the Company. He is currently the Chief Executive Officer and Chief Financial Officer of the Company. Mr Safchik is also the Managing Director and Chief Financial Officer of Greenstreet Partners. He is also a founder of Greenstreet Real Estate Partners, a company engaged in the business of real estate investment, and is the Chairman of their Investment and Advisory Committees. He is an active member of a number of civic and charitable institutions in Miami, Florida, and is the Chairman of the University of Miami, Department of Pediatrics Children's Council, as well as a trustee of the Green Family Foundation.

3. The framework of directors' fees is set out in the Company's Corporate Governance Report on pages 12 and 13 of the Company's Annual Report 2017. Unlike previous years where directors' remuneration comprised a cash payment and an award to non-executive directors of existing shares in the Company from market purchases by the Company, the proposed directors' remuneration for the financial year ended 30 June 2017 shall be paid entirely in cash. No shares will be awarded to the non-executive directors for this period and instead, each non-executive director will receive a sum of S$6,000. Accordingly, the proposed cash amount of S$351,000 for the financial year ended 30 June 2017 is higher than the cash amount paid to directors as part of the directors' fees for the financial year ended 30 June 2016 (S$321,000). The directors will abstain from voting, and will procure that their respective associates shall abstain from voting, in respect of Resolution 5.

4. The proposed directors' remuneration for the financial year ending 30 June 2018 is based on the cash component of the current remuneration framework which can be found in the Company's Corporate Governance Report on page 12 of the Company's Annual Report 2017. No shares will be awarded to directors for this period. The amount of fees payable to each director who has served for less than the entire financial year ending 30 June 2018 will be *pro-rated* accordingly on a daily basis, based on the length of his/her service during that financial year (that is, until he/she ceases to hold office or his/her management powers have ceased (whichever is earlier)). The directors will abstain from voting, and will procure that their respective associates shall abstain from voting, in respect of Resolution 6.

   As announced by the Company on 28 July 2017, following the completion of the Guggenheim Disposal (as defined in the announcement of 28 July 2017), the Company would have disposed of all or substantially all of its assets and property. Accordingly, the Company will take steps to suspend the trading of its shares from the date of completion of the Guggenheim Disposal. The Company also intends to distribute its excess cash to its shareholders. The Company is expected to take steps to commence voluntary liquidation after the Company distributes excess cash to its shareholders following completion of the Guggenheim Disposal, but will also consider other options which are consistent with the Company's stated objective of monetization of investments and distribution of excess cash. The Company will, in compliance with its obligations under the Listing Manual of the SGX-ST, make further announcement(s) and/or seek shareholders' approval on such plans for the Company at the appropriate time.

5. Resolution 8 is to renew a mandate which was originally approved by shareholders on 23 June 1997 (last amended on 31 October 2007) and was last approved at the annual general meeting of the Company on 27 October 2016, allowing the Company, its subsidiaries and associated companies to enter into transactions with interested persons as defined in Chapter 9 of the Listing Manual of the SGX-ST. Please refer to the Appendix to this Notice of AGM for details.

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, take-over rules, regulations and/or guidelines (collectively, the "Purposes"), and (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.