



LUXKING GROUP HOLDINGS LIMITED

(Incorporated in Bermuda)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("AGM") of Luxking Group Holdings Limited (the "Company") will be convened and held by way of electronics means on Monday, 26 October 2020 at 10:00 a.m. for the following purposes:

AS ORDINARY BUSINESS

- To receive and adopt the Directors' Report and the Audited Financial Statements of the Company for the financial year ended 30 June 2020 together with the Independent Joint Auditors' Report thereon. **(Resolution 1)**
- To re-elect the following Directors of the Company retiring pursuant to the Company's Bye-Laws.

Ms Leung Hi Man	(Retiring under Bye-law 86(1))	(Resolution 2)
Mr Chng Hee Kok	(Retiring under Bye-law 86(1))	(Resolution 3)
Mr Chan Wai Man	(Retiring under Bye-law 85(6))	(Resolution 4)

Ms Leung Hi Man, if re-elected, will remain as the Executive Director and a member of the Nominating Committee of the Company.
Mr Chng Hee Kok, if re-elected, will remain as the Lead Independent Director, Chairman of the Audit Committee, and a member of the Remuneration Committee and Nominating Committee of the Company. He will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("Listing Manual").
Mr Chan Wai Man, if re-elected, will remain as an Independent Director, and Chairman of the Remuneration Committee, and a member of the Audit Committee of the Company. He will be considered independent for the purposes of Rule 704(8) of the Listing Manual.
- To approve the payment of additional Director's fee of S\$5,000 to Mr Chng Hee Kok for his additional role as a Lead Independent Director of the Company for the financial year ended 30 June 2020. **(Resolution 5)**
- To approve the payment of Directors' fees of S\$151,415 for the year ending 30 June 2021, to be paid quarterly in arrears. (FY2020: S\$154,551) **(Resolution 6)**
- 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 to authorise the Directors to fix their remuneration. **(Resolution 7)**
- 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:

- 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 and is hereby given to the Directors of the Company to allot and issue:
 - shares in the capital of the Company ("shares") whether by way of rights, bonus or otherwise;
 - convertible securities;
 - additional convertible securities arising from adjustments made to the number of convertible securities previously issued in the event of rights, bonus or capitalization issues; and
 - shares arising from the conversion of convertible securities in (b) and (c) above,
 at any time during the continuance of this authority or thereafter and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit (notwithstanding the authority conferred by this Resolution may have ceased to be in force),
 provided that:
 - the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of convertible securities made or granted 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);
 - (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:
 - new shares arising from the conversion or exercise of any convertible securities;
 - new shares arising from exercise of share options or vesting of share awards provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual; and
 - any subsequent bonus issue, consolidation or subdivision of shares;
 adjustments in accordance to sub-paragraphs (i) and (ii) above 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.
 - in exercising this authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual for the time being in force (unless such compliance has been waived by the SGX-ST) and the Bye-Laws of the Company; and
 - unless revoked or varied by the Company in a general meeting, such 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 earlier. **[See Explanatory Note (i)]** **(Resolution 8)**

By Order of the Board

Yoo Loo Ping
Company Secretary
Singapore, 2 October 2020

Explanatory Note to Resolution to be passed –

- The Ordinary Resolution 8 proposed in item 7 above, if passed, will authorise and empower the Directors of the Company from the date of the above Annual General Meeting until the next Annual General Meeting to issue shares and/or convertible securities in the Company up to a number not exceeding in aggregate 50% of the total number of issued shares (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 20% of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company at the time the Resolution is passed, for such purposes as they consider would be in the interests of the Company. This authority will, unless revoked or varied by a general meeting, expire at 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.

For the purpose of this Resolution, the total number of issued shares (excluding treasury shares and subsidiary holdings) is based on the Company's total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Resolution 8 is passed after adjusting for (i) new shares arising from the conversion or exercise of convertible securities; (ii) new shares arising from exercise of share options or vesting of share awards provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual; and (iii) any subsequent bonus issue, consolidation or subdivision of shares. The adjustments in accordance with (i) and (ii) above 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 passing of this Resolution 8.

IMPORTANT NOTICE FOR SHAREHOLDERS:

Due to current COVID-19 situation, the Company's AGM is being convened, and will be held, by way of electronic means in accordance to the provisions of the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 ("Order") and 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".

Besides the despatch of the printed copies of the documents and information relating to the AGM (including the Annual Report FY2020, Notice of AGM and proxy form), these documents have also been made available on SGXNet and the Company's corporate website and may be accessed at the following URLs:

- <https://www2.sgx.com/securities/company-announcements>; and
- <http://www.newspapers.com/en/investor-relations/financial-report>

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

(a) Participation in the AGM via live webcast

The AGM will be conducted only by electronic means, and shareholders will not be able to attend the AGM in person. Shareholders will also not be able to vote online on the resolutions to be tabled for approval at the AGM. Shareholders may participate in the AGM by:-

- Observing and/or listening to the proceedings of the AGM through a "live" webcast comprising both video (audio-visual) and audio-only feeds ("Live Webcast");
- Submitting questions in relation to any agenda item in this notice of AGM in advance of the AGM; and
- Appointing the chairman of the AGM ("Chairman") as proxy to vote on their behalf in accordance with their vote instructions.

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 Live Webcast

Shareholders (including investors who hold shares through the Central Provident Fund ("CPF") and/or Supplementary Retirement Scheme ("SRS") and who wish to follow the proceedings of the AGM through the Live Webcast must pre-register online at <https://complete-corp.com.sg/luxking-agm/> no later than Thursday, 22 October 2020, 5.00 p.m. ("**Pre-Registration Deadline**") for verification purposes. Following successful verification, an email with instruction on how to join the Live Webcast will be sent to the registered shareholders via email by Sunday, 25 October 2020, 10.00 a.m. Shareholders must not forward the email instruction to other persons who are not shareholders and who are not entitled to attend the Live Webcast. This is also to avoid any technical disruptions or overload to the Live Webcast.

Investors holding shares through relevant intermediaries (as defined in Section 181 of the Companies Act, Chapter 50) ("Investors") (other than CPF/SRS investors) will not be able to pre-register for the Live Webcast. An Investor who wishes to participate in the Live Webcast 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 luxking-agm@complete-corp.com.sg no later than Thursday, 22 October 2020, 5.00 p.m.

Shareholders and Investors who have pre-registered by the Pre-Registration Deadline but did not receive the aforementioned email by Sunday, 25 October 2020, 10.00 a.m. should contact the Company by email to luxking-agm@complete-corp.com.sg.

(c) Submission of Questions

Shareholders and Investors will not be able to ask questions during the Live Webcast.

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 Thursday, 22 October 2020, 5.00 p.m. through any of the following means:

- Via the pre-registration website at the URL <https://complete-corp.com.sg/luxking-agm/>;
- by email to luxking-agm@complete-corp.com.sg; or
- by post, to be deposited with Complete Corporate Services Pte. Ltd. at 10 Anson Road, #29-07 International Plaza, Singapore 079903.

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

- Full Name;
- Contact Telephone Number;
- Email Address; and
- 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).

The Company will endeavour to respond to substantial and relevant questions either prior to the AGM (via an announcement on SGXNET and corporate website) or at the AGM.

(d) Voting at the AGM by appointing Chairman as Proxy (Submit a Proxy Form)

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

Shareholders will only be able to vote at the AGM by appointing the Chairman as proxy to vote on their behalf. Duly completed proxy forms must be submitted through any of the following means not later than **Saturday, 24 October 2020, 10.00 a.m.** (being no later than forty-eight (48) hours before the time appointed for holding the AGM):

- by email, a copy to main@zicoholdings.com; or
- by post, to be deposited with Singapore Share Transfer Agent of the Company, B.A.C.S Private Limited, 8 Robinson Road #03-00, ASO Building, Singapore 048544.

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.newspapers.com/en/investor-relations/financial-report>.

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

(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 as their proxy to vote at the AGM should not make use of the proxy form or 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 by Wednesday, 14 October 2020, 10.00 a.m., being at least seven (7) working days before the AGM.

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 your name, address and NRIC/Passport number. By submitting (a) an application to pre-register for participation in the AGM via the Live Webcast; (b) questions relating to the resolutions to be tabled for approval at the AGM; and/or (c) an instrument appointing Chairman as proxy to vote at the AGM and/or any adjournment thereof, a member of the Company hereby consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) including any organisations the Company has engaged to perform any function related to the AGM for the purposes of, (i) verifying the member's information and processing of the member's application to pre-register to participate in the AGM via the Live Webcast and providing the member with any technical assistance where possible; (ii) addressing any selected questions submitted by the member and following up with the member where necessary, and responding to, handling, and processing queries and requests from the member; (iii) the processing and administration by the Company (or its agents or service providers) including any organisations the Company has engaged to perform any function related to the AGM of proxy forms appointing Chairman for the AGM (including any adjournment thereof); and (iv) the preparation, compilation and disclosure (as application) of the attendance lists, minutes, questions from members and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) including any organisations the Company has engaged to perform any function related to the AGM to comply with any applicable laws, listing rules, regulations and/or guidelines.