

NOTICE OF EXTRAORDINARY GENERAL MEETING

KOUFU GROUP LIMITED

(Company Registration No: 201732833D)
(Incorporated in the Republic of Singapore)

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (the “**EGM**”) of Koufu Group Limited (the “**Company**”) will be held by way of electronic means on 5 June 2020 at 11.00 a.m. (or as soon thereafter following the conclusion or adjournment of the annual general meeting of the Company to be held by way of electronic means at 10.00 a.m. on the same day) for the purpose of considering and, if thought fit, passing with or without modifications, the resolutions as set out below:

Capitalised terms not defined herein shall refer to the definitions set out in the circular to shareholders dated 13 May 2020 (the “**Circular**”).

ORDINARY RESOLUTION 1 – THE PROPOSED RENEWAL OF SHARE PURCHASE MANDATE

That:

- (a) for the purposes of Sections 76C and 76E of the Companies Act, Chapter 50 of Singapore (the “**Companies Act**”), the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire issued ordinary shares in the capital of the Company (the “**Shares**”) not exceeding in aggregate the Maximum Percentage (as hereafter defined), at such price or prices as may be determined by the Directors from time to time up to but not exceeding the Maximum Price (as hereafter defined), whether by way of:
- (i) on-market purchases (“**Market Purchases**”), transacted through the Singapore Exchange Securities Trading Limited’s (“**SGX-ST**”) trading system or on any other securities exchange on which the Shares may for the time being be listed and quoted (the “**Other Exchange**”) through one or more duly licensed dealers appointed by the Company for the purpose; and/or
 - (ii) off-market purchases (“**Off-Market Purchases**”) (if effected otherwise than on the SGX-ST or, as the case may be, the Other Exchange) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act.

and otherwise in accordance with all other laws and regulations and rules of the SGX-ST or, as the case may be, the Other Exchange, as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the “**Share Purchase Mandate**”);

- (b) unless revoked or varied by the Company in general meeting, the authority conferred on the Directors pursuant to the Share Purchase Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earliest of:
- (i) the date on which the next annual general meeting of the Company is held;
 - (ii) the date on which the next annual general meeting of the Company is required by law to be held; and
 - (iii) the date on which the purchases or acquisitions of Shares by the Company pursuant to the Share Purchase Mandate are carried out to the full extent mandated;

(c) in this Resolution:

"Average Closing Price" means:

- (i) in the case of a Market Purchase, the average of the closing market prices of a Share over the last five Market Days on which the Shares are transacted on the SGX-ST or, as the case may be, the Other Exchange, immediately preceding the date of the Market Purchase by the Company; or
- (ii) in the case of an Off-Market Purchase, the average of the closing market prices of a Share over the last five Market Days on which the Shares are transacted on the SGX-ST or, as they case may be, the Other Exchange, immediately preceding the date of the making of the offer pursuant to the Off-Market Purchase,

and deemed to be adjusted in accordance with the listing rules of the SGX-ST for any corporate action that occurs during the relevant five-day period and the day on which the purchases are made;

"date of the making of the offer" means the date on which the Company makes an offer for an offer for the purchase or acquisition of Shares from Shareholders, stating therein the purchase price (which shall not be more than the Maximum Price for an Off-Market Purchase) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase;

"Market Day" means a day on which the SGX-ST is open for trading in securities;

"Maximum Percentage" means that number of issued Shares representing 10% of the issued Shares as at the date of the passing of this Resolution; and

"Maximum Price" in relation to a Share to be purchased or acquired, means the purchase price (excluding related brokerage, commission, applicable goods and services tax, stamp duties, clearance fees and other related expenses) which shall not exceed:

- (i) in the case of a Market Purchase, 105% of the Average Closing Price of the Shares; and
- (ii) in the case of an Off-Market Purchase, 110% of the Average Closing Price of the Shares; and

(d) the Directors and/or any of them be and are and/or is hereby authorised and empowered to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this Resolution.

ORDINARY RESOLUTION 2 – THE PROPOSED RENEWAL OF THE SHAREHOLDERS’ GENERAL MANDATE FOR INTERESTED PERSON TRANSACTIONS

That:

- (a) approval be and is hereby given for the purposes of Chapter 9 of the Listing Manual of the SGX-ST, for the Company, its subsidiaries and associated companies that are considered to be “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 Mandated Transactions described in the Circular with any Mandated Interested Persons described in the Circular, provided that such transactions are made on normal commercial terms and in accordance with the review procedures for such interested person transactions;
- (b) the approval given in paragraph (a) above 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; and
- (c) the Directors and/or any of them be and are and/or is hereby authorised and empowered to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this Resolution.

By Order of the Board of Directors

Siau Kuei Lian

Company Secretary

13 May 2020

NOTES:

1. The EGM of the Company will be held by way of electronic means pursuant to the COVID-19 (Temporary Measures) Act 2020 passed by Parliament on 7 April 2020 which enables the Minister for Law by order to prescribe alternative arrangements for listed companies in Singapore to, *inter alia*, conduct general meetings, either wholly or partly, by electronic communication, video conferencing, tele-conferencing or other electronic means, and the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020, which was gazetted on 13 April 2020, and which sets out the alternative arrangements in respect of, *inter alia*, general meetings of companies.
2. The Notice of EGM and Proxy Form will be sent to members solely by electronic means via publication on the Company’s website at the URL <https://www.koufu.com.sg> and will also be made available on SGXNet at the URL <https://www.sgx.com/securities/company-announcements>. Printed copies of these documents will not be despatched to members.
3. Due to the current COVID-19 restriction orders in Singapore, members (including a Relevant Intermediary*) will not be able to attend the EGM in person. Members who pre-register may participate at the EGM by:-
 - (a) observing and/or listening to the proceedings via “live” audio-visual webcast or “live” audio-only stream;
 - (b) submitting questions related to the resolutions to be tabled for approval in advance of the EGM; and/or
 - (c) appointing the Chairman of the EGM as proxy to attend, speak and vote on their behalf at the EGM.
4. A member of the Company (including a Relevant Intermediary*) entitled to vote at the EGM must appoint the Chairman of the EGM to act as proxy and direct the vote at the EGM.

*“**Relevant Intermediary**” has the same meaning as ascribed to it in Section 181 of the Companies Act, Chapter 50 of Singapore.
5. An investor who holds shares under the Central Provident Fund Investment Scheme (“**CPF Investor**”) and/or the Supplementary Retirement Scheme (“**SRS Investor**”) (as may be applicable) and wishes to appoint the Chairman of the EGM as proxy should approach their respective CPF Agent Banks and/or SRS Operators to submit their votes at least seven (7) working days before the EGM.

6. The instrument appointing the Chairman of the EGM as proxy must (i) if sent personally or by post, be deposited at the office of the Company's Share Registrar, RHT Corporate Advisory Pte. Ltd., at 30 Cecil Street, #19-08 Prudential Tower, Singapore 049712; or (ii) if submitted electronically, via email, be received by RHT Corporate Advisory Pte. Ltd. at rhtcaoscar@rhtcorporate.com, and in either case, by no later than 72 hours before the time appointed for the EGM, and in default the instrument of proxy shall not be treated as valid.

A member who wishes to submit the proxy form must first download, 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.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.

7. The Circular may be accessed on the Company's website at the URL <https://www.koufu.com.sg> and is also available on the SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.

IMPORTANT NOTES TO MEMBERS:

- A. The key dates which members should take note of are set out in the table below:-

Key dates	Actions
13 May 2020, 10.00 a.m.	Members may begin to pre-register at https://www.meetings.vision/koufugroup-agm-registration for the "live" audio-visual webcast or "live" audio-only stream of the EGM proceedings and/or submit any questions that are related to the resolutions to be tabled in advance for approval to ir@koufu.com.sg .
By 5.00 p.m. on 26 May 2020	Deadline for CPF or SRS investors who wish to appoint the Chairman of the EGM as proxy to approach their respective CPF Agent Banks or SRS Operators to submit their votes.
By 12 noon on 31 May 2020	Deadlines for members to submit questions related to the resolutions to be tabled for approval in advance.
By 11.00 a.m. on 2 June 2020	Deadlines for members to: <ul style="list-style-type: none"> pre-register for the "live" audio-visual webcast or "live" audio-only stream; and submit proxy forms.
After trading hours on 3 June 2020	The Company to address and publish its responses to those substantial and relevant questions received from members via the Company's website and SGXNet.
By 12 noon on 4 June 2020	Authenticated members will receive an email which will contain user ID and password details, as well as the link to access the "live" audio-visual webcast and a toll-free telephone number to access the "live" audio-only stream of the proceedings of the EGM (the " Confirmation Email "). Members who do not receive the Confirmation Email by 12 noon on 4 June 2020, but have registered by the 2 June 2020 deadline should contact the Company's Share Registrar, RHT Corporate Advisory Pte. Ltd at rhtcaoscar@rhtcorporate.com , with the full name of the member and his/her identification number (between 9.00 a.m. to 5.00 p.m. on 4 June 2020).
11.00 a.m. on 5 June 2020	<ul style="list-style-type: none"> Click on the link in the Confirmation Email and enter the user ID and password to access the "live" audio-visual webcast of the proceedings of the Annual General Meeting; or Call the toll-free telephone number in the Confirmation Email to access the "live" audio-only stream of the proceedings of the Annual General Meeting.

- B. Due to the constantly evolving COVID-19 situation in Singapore, the Company may be required to change its EGM arrangements at short notice. Members should check the Company's website at the URL <https://www.koufu.com.sg> for the latest updates on the status of the EGM, if any.

PERSONAL DATA PRIVACY:

By submitting the proxy form appointing the Chairman of the EGM to attend, speak and vote at the EGM 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) for the purpose of the processing and administration by the Company (or its agents) of the appointment of the Chairman as proxy for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) 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), 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) 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.