

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 electronic means on Friday, 29 October 2021 at 2.00 p.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 2021 together with the Independent Joint Auditor’s Report thereon. **(Resolution 1)**
2. To re-elect Mr Leung Chee Kwong as a Director of the Company who retiring pursuant to Bye-law 86(1) of the Company’s Bye-Laws. **(Resolution 2)**
Mr Leung Chee Kwong, if re-elected, will remain as the Executive Chairman and Chief Executive Officer of the Company.
3. To approve the payment of Directors’ fees of S\$151,415 for the year ending 30 June 2022, to be paid quarterly in arrears. (FY2021: 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 resolutions as Ordinary Resolutions, with or without any modifications:

6. Approval for Mr Chng Hee Kok to continue as Independent Director

Ordinary Resolution 5A – Tier 1 and Ordinary Resolution 5B – Tier 2 are inter-conditional.

That subject to the passing of Ordinary Resolution 5B – Tier 2 below, approval be and is hereby given for Mr Chng Hee Kok who has served as Independent Director of the Company for an aggregate period of more than nine years from the date of his first appointment, to continue to act as an Independent Director of the Company pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the Singapore Exchange Securities Trading Limited (“SGX-ST”) with effect from 1 January 2022, until (i) the conclusion of the Company’s third annual general meeting following the passing of this Resolution; or (ii) the retirement or resignation of Mr Chng Hee Kok, whichever is earlier. **(Resolution 5A – Tier 1)**

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That subject to the passing of Ordinary Resolution 5A – Tier 1 above, approval be and is hereby given for Mr Chng Hee Kok who has served as Independent Director of the Company for an aggregate period of more than nine years from the date of his first appointment, to continue to act as an Independent Director of the Company pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST with effect from 1 January 2022, until (i) the conclusion of the Company's third annual general meeting following the passing of this Resolution; or (ii) the retirement or resignation of Mr Chng Hee Kok, whichever is earlier.

[See Explanatory Note (i)]

(Resolution 5B – Tier 2)

7. 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 ("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:

- (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

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- (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 6)

By Order of the Board

Yoo Loo Ping
Company Secretary

Singapore, 6 October 2021

Explanatory Notes:

- (i) Pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST which will come into effect on 1 January 2022 under Transitional Practice Note 3 of the Listing Manual of the SGX-ST, a director will not be independent if he has been appointed as a director of the Company for more than nine years from the date of his first appointment unless his continued appointment as an independent director be sought and approved by shareholders via ordinary resolution(s) through a Two-Tiered Voting process, whereby voting will be carried out in the following manner:
- (a) Voting by all shareholders (Tier 1); and
 - (b) Voting by shareholders, excluding shareholders who also serve as the directors or the chief executive officer of the company, and associates of such directors and chief executive officer (Tier 2).

As Mr Chng Hee Kok has been appointed as a director of the Company for an aggregate period of more than nine years from the date of his first appointment, his continued appointment as the Independent Director of the Company with effect from 1 January 2022 will require to be sought and approved by shareholders via ordinary resolution(s) through a Two-Tiered Voting process mentioned above.

Ordinary Resolution 5A – Tier 1 and Ordinary Resolution 5B – Tier 2 proposed in item 6 above, if passed, will allow Mr Chng Hee Kok to continue in office as an Independent Director of the Company, and such approval shall continue in force until (i) the conclusion of the Company's third AGM following the passing of this Resolution; or (ii) the retirement or resignation of Mr Chng Hee Kok, whichever is earlier.

In the case if Ordinary Resolution 5A – Tier 1 and/or Ordinary Resolution 5B – Tier 2 not passed, Mr Chng Hee Kok will cease to be considered independent for purposes of Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST with effect from 1 January 2022. Accordingly, subject to the continuation of Mr Chng Hee Kok as a Director of the Company, he will be re-designated as a non-independent and non-executive director of the Company with effect from 1 January 2022.

For avoidance of doubt, in the case if Ordinary Resolution 5A – Tier 1 and/or Ordinary Resolution 5B – Tier 2 not passed, Mr Chng Hee Kok will remain as a Lead Independent Director and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST until 31 December 2021. Mr Chng Hee Kok will also remain as the Chairman of the Audit Committee, and a member of the Nominating Committee and Remuneration Committee of the Company. The Company will make the necessary announcement if there is change to the composition of the Board and its Board Committees from time to time when occurs.

In the case of Ordinary Resolution 5A – Tier 1 and/or Ordinary Resolution 5B – Tier 2 is not passed, the Company shall endeavour to search for suitable candidate(s) and fill the vacancies of the independent director(s) as soon as possible, to fulfil the requirements of the Listing Manual of the SGX-ST, where applicable.

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- (ii) The Ordinary Resolution 6 proposed in item 7 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.

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:

Due to current COVID-19 situation, 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".

Besides the despatch of the printed copies of the documents and information relating to the AGM (including the Annual Report FY2021, 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:

- (i) <https://www2.sgx.com/securities/company-announcements>; or
- (ii) <http://www.newsiatapes.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 not be able to vote online on the resolutions to be tabled for approval at the AGM. Such shareholders may participate in the AGM by:-

- (i) 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**");
- (ii) Submitting questions in relation to any agenda item in this notice of AGM in advance of the AGM; and
- (iii) 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 AGM 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://globalmeeting.bigbangdesign.co/luxking/> **no later than Tuesday, 26 October 2021, 2.00 p.m.** ("**Pre-Registration Deadline**") for verification purposes. Following successful verification, an email with instructions on how to join the Live Webcast will be sent to the registered shareholders via email by Thursday, 28 October 2021, 2.00 p.m. Shareholders must not forward the email instruction to other persons who are not shareholders and who are not entitled to attend the AGM 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 of the AGM. An Investor who wishes to participate in the Live Webcast of 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 webmail@bigbangdesign.co no later than Tuesday, 26 October 2021, 2.00 p.m.

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Shareholders and Investors who have pre-registered by the Pre-Registration Deadline but did not receive the aforementioned email by Thursday, 28 October 2021, 2.00 p.m. should email to webmail@bigbangdesign.co for assistance.

(c) **Submission of Questions**

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

Such 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 Tuesday, 26 October 2021, 2.00 p.m.** through the any of the following means:

- (i) Via the pre-registration website at the URL <https://globalmeeting.bigbangdesign.co/luxking/>;
- (ii) by email to webmail@bigbangdesign.co; or
- (iii) by post, to be deposited with B.A.C.S Private Limited, 8 Robinson Road #03-00, ASO Building, Singapore 048544.

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).

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 not be able to vote online on the resolutions to be tabled for approval at the AGM but 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 **no later than Wednesday, 27 October 2021, 2.00 p.m.** (being no later than forty-eight (48) 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, 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.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.

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

Relevant Intermediary Investors (including CPF/SRS investors) who wish to vote their shares at the AGM should not make use of the proxy form or 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 their shares at the AGM should approach their respective CPF Agent Bank or SRS Operators to submit their votes **no later than Tuesday, 19 October 2021, 2.00 p.m.**, being at least seven (7) working days before the AGM.

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Personal data privacy:

By (a) submitting a proxy form appointing the Chairman of the AGM as proxy 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 all or any of 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 as proxy 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.