

LUXKING GROUP HOLDINGS LIMITED
(Incorporated in Bermuda)
(the “**Company**”)

MINUTES OF ANNUAL GENERAL MEETING

PLACE	: Furama City Centre, Level 2, Heritage Room, 60 Eu Tong Sen Street, Singapore 059804
DATE	: Friday, 25 October 2024
TIME	: 9.00 a.m.
PRESENT	: <u>Board of Directors</u> Mr Leung Chee Kwong – Executive Chairman and Chief Executive Officer Ms Leung Hi Man – Executive Director Mr Chng Hee Kok – Lead Independent Director and Non-Executive Officer Mr Er Kwong Wah – Independent and Non-Executive Director Mr Chan Wai Man – Independent and Non-Executive Director Ms Kwok Meei Ying, Monica - Independent and Non-Executive Director <u>Shareholders</u> As per attendance record maintained by the Company.
IN ATTENDANCE	: As per attendance record maintained by the Company.
CHAIRMAN	: Mr Leung Chee Kwong

INTRODUCTION

As the Annual General Meeting (“**AGM**” or the “**Meeting**”) was conducted in English, Ms Leung Hi Man (“**Ms Leung**”), the Executive Director of the Company chaired the AGM proceedings on behalf of the Chairman, Mr Leung Chee Kwong (“**Mr Leung**”).

Having ascertained that a quorum was physically present at the meeting, Ms Leung called the Meeting to order at 9.00 a.m. Ms Leung welcomed shareholders for their attendance at the AGM and introduced the Directors, Management and professional parties who were present at the Meeting.

NOTICE

The notice of annual general meeting dated 3 October 2024 convening the Meeting was taken as read.

REPRESENTATION

Ms Leung, on behalf of the Chairman of the Meeting, called for the voting on all the resolutions to be conducted by poll pursuant to the Company’s Bye-laws. The voting by poll was in line with the requirement under the Listing Manual of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”).

To facilitate the polling process, Ms Leung informed the shareholders that the poll voting on each resolution would be taken after all motions had been formally proposed and seconded.

QUESTIONS FROM SHAREHOLDERS

The Company has responded to the questions from the Securities Investor Association (Singapore) relating to the Annual Report FY2024 via an announcement published to the SGXNET on 23 October 2024.

There was no question received from shareholders prior to this AGM.

Then, Ms Leung proceeded with the agenda of the Meeting.

ORDINARY BUSINESS

ORDINARY RESOLUTION 1 – DIRECTORS’ REPORT AND THE AUDITED FINANCIAL STATEMENTS

The Meeting proceeded to receive and adopt the Directors’ Report and the Audited Financial Statements for the financial year ended 30 June 2024 and the Independent Joint Auditors’ Report thereon, which was proposed by Ms Leung and seconded by Mr Ou Yang Yan Te (“**Mr Ou Yang**”).

Management addressed the question raised by a shareholder, details as annexed to this minutes as Appendix A.

There being no further question, Ms Leung proceeded with the next agenda of the Meeting.

RETIREMENT OF DIRECTOR – MR CHNG HEE KOK

The shareholders noted on the retirement of Mr Chng Hee Kok as a Director of the Company at the conclusion of this AGM. Pursuant to Listing Rule 210(5) of the SGX-ST, Mr Chng would cease to be considered independent after the conclusion of this AGM. As part of the Board renewal process, he would retire as a Director of the Company at this AGM. Following his retirement, he would contemporaneously relinquish his position as the Chairman of the Audit Committee, and a member of the Nominating Committee and Remuneration Committee.

On behalf of the Board, Ms Leung expressed their appreciation to Mr Chng for his exceptional professionalism and invaluable contributions as an Independent Director throughout the past years.

RE-ELECTION OF DIRECTORS – RESOLUTIONS 2 TO 3 INCLUSIVE

The Meeting was informed that Ms Kwok Meei Ying Monica and Mr Leung Chee Kwong, who were retiring under Bye-law 85(6) and 86(1) of the Company’s Bye-laws, had consented to continue in office. Their details pursuant to Rule 720(6) of the Listing Manual are found on pages 90 to 96 of the Company’s annual report FY2024.

ORDINARY RESOLUTION 2 – RE-ELECTION OF MS KWOK MEEI YING MONICA AS A DIRECTOR

Ordinary Resolution 2 was to re-elect Ms Kwok Meei Ying Monica (“**Ms Kwok**”) as a Director of the Company.

Ms Kwok, upon re-elected, remains as an Independent Director of the Company. She is considered independent for the purposes of Rule 704(8) of the Listing Manual

The motion was proposed by Ms Leung and seconded by Mr Yuen Kwun Ki Anthony (“**Mr Anthony Yuen**”).

ORDINARY RESOLUTION 3 – RE-ELECTION OF MR LEUNG CHEE KWONG AS A DIRECTOR

Ordinary Resolution 3 was to re-elect Mr Leung as a Director of the Company.

Mr Leung, upon re-elected, remains as Executive Chairman and Chief Executive Officer of the Company.

The motion was proposed by Ms Leung and seconded by Mr Ou Yang.

ORDINARY RESOLUTION 4 - DIRECTORS' FEES FOR THE YEAR ENDING 30 JUNE 2025

Ordinary Resolution 4 is to approve the payment of Directors' fees of S\$170,000 for the year ending 30 June 2025 ("FY2025"), to be paid quarterly in arrears, which was proposed by Ms Leung and seconded by Mr Anthony Yuen.

ORDINARY RESOLUTION 5 - AN ONE-TIME EX-GRATIA PAYMENT OF S\$28,000 TO MR CHNG HEE KOK FOR FY2025

Ordinary Resolution 5 is to approve the payment of an one-time ex-gratia payment of S\$28,000 to Mr Chng Hee Kok for FY2025, which was proposed by Ms Leung and seconded by Mr Ou Yang.

Management addressed the question raised by a shareholder, details as annexed to this minutes as Appendix A.

There being no further question, Ms Leung proceeded with the next agenda of the Meeting.

ORDINARY RESOLUTION 6 – RE-APPOINTMENT OF AUDITORS

Ordinary Resolution 6 was to re-appoint Auditors and to authorise the Directors to fix their remuneration.

Shareholders were informed that Messrs BDO Limited, Certified Public Accountants, Hong Kong and BDO LLP, Public Accountants and Chartered Accountants, Singapore who are the Auditors of the Company, had expressed their willingness to continue in office.

The re-appointment of auditors was proposed by Ms Leung and seconded by Mr Ou Yang.

Management addressed the question raised by a shareholder, details as annexed to this minutes as Appendix A.

There being no further question, Ms Leung proceeded with the next agenda of the Meeting.

ANY OTHER BUSINESS

As no notice of any other ordinary business had been received by the Company Secretary, the Meeting proceeded to deal with the special businesses of the Meeting.

SPECIAL BUSINESSES

ORDINARY RESOLUTION 7 – AUTHORITY TO ALLOT AND ISSUE NEW SHARES

The shareholders were informed that Ordinary Resolution 7 was to authorise the Directors to allot and issue shares pursuant to Rule 806 of the Listing Manual of the SGX-ST, which was proposed by Ms Leung and seconded by Mr Ou Yang.

Management addressed the question raised by a shareholder, details as annexed to this minutes as Appendix A.

There being no further question, the Meeting proceeded with the formalities of conducting poll on all the resolutions.

POLL VOTING

B.A.C.S. Private Limited was appointed as polling agent and Agile 8 Advisory Pte. Ltd was appointed as scrutineer.

The Meeting proceeded with the poll voting process on Ordinary Resolutions 1 to 7 after the Company Secretary explained the polling procedure to the Shareholders present.

RESULTS OF THE POLL

Following the votes being verified by the Scrutineer, the results of the votes were as follows:-

ORDINARY RESOLUTION 1 – DIRECTORS’ REPORT AND AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2024

The results of the votes are as follows:

	<u>No. of Shares</u>	<u>In Percentage</u>
Number of votes “FOR”	8,424,850	100%
Number of votes “AGAINST”	0	0%
Total number of votes cast	<u>8,424,850</u>	<u>100%</u>

Based on the votes cast, Ordinary Resolution 1 was declared carried and it was RESOLVED as an ordinary resolution:

“That the Directors’ Report and the Audited Financial Statements of the Company for the financial year ended 30 June 2024 and the Independent Joint Auditors’ Report be received and adopted.”

ORDINARY RESOLUTION 2 – RE-ELECTION OF MS KWOK MEEI YING MONICA AS A DIRECTOR OF THE COMPANY

The results of the votes were as follows:

	<u>No. of Shares</u>	<u>In Percentage</u>
Number of votes “FOR”	8,424,850	100%
Number of votes “AGAINST”	0	0%
Total number of votes cast	<u>8,424,850</u>	<u>100%</u>

Based on the votes cast, Ordinary Resolution 2 was declared carried and it was RESOLVED as an ordinary resolution:

“That Ms Kwok Meei Ying Monica be re-elected as a Director of the Company.”

ORDINARY RESOLUTION 3 – RE-ELECTION OF MR LEUNG CHEE KWONG AS A DIRECTOR OF THE COMPANY

The results of the votes were as follows:

	<u>No. of Shares</u>	<u>In Percentage</u>
Number of votes “FOR”	5,989,400	100%
Number of votes “AGAINST”	0	0%
Total number of votes cast	<u>5,989,400</u>	<u>100%</u>

Based on the votes cast, Ordinary Resolution 3 was declared carried and it was RESOLVED as an ordinary resolution:

“That Mr Leung Chee Kwong be re-elected as a Director of the Company.”

ORDINARY RESOLUTION 4 – APPROVAL OF DIRECTORS’ FEES FOR THE FINANCIAL YEAR ENDING 30 JUNE 2025 AMOUNTING TO S\$170,000, PAYABLE QUARTERLY IN ARREARS

The results of the votes were as follows:

	<u>No. of Shares</u>	<u>In Percentage</u>
Number of votes “FOR”	8,424,850	100%
Number of votes “AGAINST”	0	0%
Total number of votes cast	<u>8,424,850</u>	<u>100%</u>

Based on the votes cast, Ordinary Resolution 4 was declared carried and it was RESOLVED as an ordinary resolution:

“That the payment of Directors’ fees of S\$170,000 for the year ending 30 June 2025, to be paid quarterly in arrears be approved.”

ORDINARY RESOLUTION 5 – APPROVAL OF AN ONE-TIME EX-GRATIA PAYMENT OF S\$28,000 TO MR CHNG HEE KOK FOR FY2025

The results of the votes were as follows:

	<u>No. of Shares</u>	<u>In Percentage</u>
Number of votes “FOR”	8,417,350	100%
Number of votes “AGAINST”	0	0%
Total number of votes cast	<u>8,417,350</u>	<u>100%</u>

Based on the votes cast, Ordinary Resolution 5 was declared carried and it was RESOLVED as an ordinary resolution:

“That the payment of an one-time ex-gratia payment of S\$28,000 to Mr Chng Hee Kok for FY2025 be approved.”

ORDINARY RESOLUTION 6 – RE-APPOINTMENT OF BDO LIMITED AND BDO LLP TO ACT JOINTLY AND SEVERALLY AS AUDITORS OF THE COMPANY

The results of the votes were as follows:

	<u>No. of Shares</u>	<u>In Percentage</u>
Number of votes “FOR”	8,424,850	100%
Number of votes “AGAINST”	0	0%
Total number of votes cast	<u>8,424,850</u>	<u>100%</u>

Based on the votes cast, Ordinary Resolution 6 was declared carried and it was RESOLVED as an ordinary resolution:

“That Messrs BDO Limited, Certified Public Accountants, Hong Kong and BDO LLP, Public Accountants and Chartered Accountants, Singapore be re-appointed as the Company’s Auditors to act jointly and severally at a remuneration to be determined by the Directors.”

ORDINARY RESOLUTION 7 – AUTHORITY TO ALLOT AND ISSUE NEW SHARES

The results of the votes were as follows:

	<u>No. of Shares</u>	<u>In Percentage</u>
Number of votes “FOR”	8,424,850	100%
Number of votes “AGAINST”	0	0%
Total number of votes cast	<u>8,424,850</u>	<u>100%</u>

Based on the votes cast, Ordinary Resolution 7 was declared carried and it was RESOLVED as an ordinary resolution:

“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 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 subparagraph (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
- (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.”

CONCLUSION

There being no other business to transact, Ms Leung on behalf of the Chairman of the Meeting declared the AGM of the Company closed at 9.35 a.m. and thanked everyone for their attendance.

Confirmed as True Record of Proceedings Held

Mr Leung Chee Kwong
Executive Chairman

APPENDIX A

QUESTIONS FROM SHAREHOLDERS

No.	Shareholder's questions	Response from the Company
1.	<p>Noted the following for the financial year ended 30 June 2024 ("FY2024") –</p> <ul style="list-style-type: none"> (i) the Group's profit after tax is approximately RMB10.037 million; (ii) number of issued shares of 12.65 million; and (iii) shareholders base of 567. <p>and queried about the rationale and benefits behind the Company's decision to remain listing on Singapore Exchange, in consideration the listing and professional costs associated therewith (which the Group could better utilize these costs for R&D purpose), and the Company's plans for future expansion.</p>	<p>Management is aware of the high costs incurred for being a company listed on Singapore Exchange. However, the listing status benefits to the Company's corporate standing especially when dealing with international companies and in overseas markets.</p> <p>Currently, Management is taking the approach for the Group to grow steadily and sustainably.</p>
2.	<p>Questioned about the basis in deriving the ex-gratia payment of S\$28,000 to Mr. Chng Hee Kok which the shareholder is of the view that the proposed amount is relatively low, in consideration of Mr. Chng's invaluable contributions to the Company for his past 19-year tenure.</p>	<p>The ex-gratia payment (equivalent to about 6 months of Mr Chng's director fees) is a token of appreciation and recognition of Mr. Chng's contribution to the Company.</p>
3.	<p>Expressed concern about the liquidity of the Company's shares, noting the lack of trading activity and the share price is low. Also questioned whether the Company has considered expanding its business.</p>	<p>The Board noted the comment and will consider potential business expansion.</p>
4.	<p>Suggestion was made for the Company to consider offering performance shares to employees which will help to increase shares and shareholders' base.</p>	<p>The Board noted the comment and will consider the suggestion.</p>