



**KITCHEN CULTURE HOLDINGS LTD.**

(Company Registration No: 201107179D)

(Incorporated in the Republic of Singapore on 25 March 2011)

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**RESPONSE TO THE ACTIONS OF AND DISRUPTIONS BY CERTAIN SHAREHOLDERS AND ONE OF THE DIRECTORS, FOLLOWING THE HOLDING BY THEM OF A MEETING WHICH IS NOT A VALID EXTRAORDINARY GENERAL MEETING OF THE COMPANY**

**– RECEIPT BY THE COMPANY OF LEGAL PROCEEDINGS TAKEN BY OOWAY GROUP LTD.**

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The Board of Directors (the “**Board**”) of Kitchen Culture Holdings Ltd. (the “**Company**” and together with its subsidiaries, the “**Group**”) refers to:

- the Company’s announcement dated 9 December 2022 (the “**9 December Announcement**”), with the same title as this announcement; and
- the previous announcements of the Company referred to in the 9 December Announcement (most of which were titled, “**RESPONSE TO LETTER DATED 2 NOVEMBER 2022 FROM CERTAIN SHAREHOLDERS NOTIFYING THE COMPANY OF THEIR INTENTION TO CONVENE AN EXTRAORDINARY MEETING PURSUANT TO SECTION 177 OF THE COMPANIES ACT 1967**”) on the same and related subjects.

*Unless otherwise specified or the context otherwise requires, all capitalised terms shall have the same meanings ascribed to them in the 9 December Announcement.*

The Directors of the Company (with the exception of Mdm Hao Dongting (“**Mdm Hao**”), who is closely and intricately linked to, and is a major shareholder and director in the OOWAY Group Ltd. (“**OOWAY**”)) wish to inform that the Company had on Friday 16 December 2022 received papers relating to an Originating Application (Case no. HC/OA 849/2022) (the “**Proceedings**”) filed in the Singapore High Court by OOWAY, under which OOWAY (as the “**Claimant**”) (but not any of the other 7 Relevant Shareholders or any of the persons described in previous announcements of the Company as the 5 Purported Appointees) makes claims against the Company as the Defendant, elaborated below.

In the Proceedings, the Claimant is applying to the Court for:

- (a) a declaration that the 5 Purported Appointees are and/or have been validly appointed as directors of the Company with effect from 25 November 2022 pursuant to Resolutions 6 to 10 passed at the Extraordinary General Meeting held on 25 November 2022 at 9.00 am conducted via Live EGM Webcast and Live EGM Audio Feed (the “**Disputed 25 Nov Meeting**”);
- (b) a declaration that Lau Kay Heng, Lim Wee Li, William Teo Choon Kow, Ang Lian Kiat and Peter Lim King Soon (the “**5 Current Directors**”) are and/or have been validly removed from office as directors of the Company with effect from 25 November 2022 pursuant to Resolutions 1 to 5 passed at the Disputed 25 Nov Meeting;
- (c) further and/or alternatively, an order pursuant to Section 392(4)(a) of the Companies Act 1967 that the Disputed 25 Nov Meeting is not invalidated by reason of (i) the Notices of EGM dated 2 November 2022 being advertised and notified to the shareholders on 3 November 2022 on The Business Times, (ii) the depositing of the signed proxy forms by the shareholders of the

Company with Complete Corporate Services Pte Ltd at 10 Anson Road #29-07 International Plaza Singapore 079903, (iii) the deposit with the Company by the Relevant Shareholders on 7 November 2022 of the duly signed written confirmation of the 5 Purported Appointees giving their consent to the nomination and signifying their candidature for the office, and/or (iv) such other contravention of, or failure to comply with, a provision of the Companies Act or a provision of any of the constituent documents of the Company not expressly stated above;

- (d) consequential directions with regards to the lodgement of the necessary documents with ACRA and/or rectification of the Register of Directors (i) to give effect to the appointment of the 5 Purported Appointees and (ii) the cessation as directors of the 5 Current Directors.

In addition, the Claimant is applying for costs of the Proceedings to be provided for, and further or other relief as the Court deems fit.

Within and as part of the Proceedings, the Claimant has also filed a Summons for Injunction (Without Notice) against the Company (the "**Summons**", the hearing of which has now been re-fixed for 23 December 2022, 10.00 am) under which it is applying to the Court for orders:

- (a) that pursuant to Resolutions 6 to 10 passed at the Disputed 25 Nov Meeting, the Company does forthwith, whether by itself, its directors, employees or agents, take the necessary steps for the purposes of appointing and/or registering the 5 Purported Appointees as directors of the Company with effect from 25 November 2022;
- (b) that the Company, does forthwith, whether by itself, its directors, employees or agents, remove the 5 Current Directors as directors of the Company with immediate effect;
- (c) that alternatively to prayer (b) above, that the 5 Current Directors be restrained from exercising any powers, authority and/or functions as directors of the Company.

In addition, the Claimant is applying for costs of and incidental to the Summons be provided for, and further or other relief as the Court deems fit.

The Company is instructing lawyers to advise and act in relation to this matter, and intends vehemently to resist the Proceedings (as well as the Summons) as well as to present and submit its case to the Court.

The Company will make such further announcement(s) as necessary to update Shareholders and the investing public in relation to the Proceedings (as well as the Summons).

Meanwhile, the Company will carry on its business and affairs normally.

**The shares in the Company have been suspended from trading on the Singapore Exchange Securities Trading Limited since 12 July 2021.**

**Shareholders are advised to read this announcement and any further announcements by the Company carefully. Shareholders are advised to refrain from taking any action in respect of their securities in the Company which may be prejudicial to their interests, and to exercise caution when dealing in the securities of the Company. In the event of any doubt, Shareholders should consult their stockbrokers, bank managers, solicitors, accountants or other professional advisers.**

By Order of the Board

Lau Kay Heng  
Non-Executive Non-Independent Chairman  
20 December 2022

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*This announcement has been reviewed by the Company's sponsor, SAC Capital Private Limited (the "Sponsor"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "SGX-ST") and the SGX-ST assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.*

*The contact person for the Sponsor is Ms. Lee Khai Yinn (Tel (65) 6232 3210), at 1 Robinson Road, #21-00 AIA Tower, Singapore 048542.*