

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting (“AGM”) of **China Kunda Technology Holdings Limited** (the “Company”) will be held by way of electronic means on the 29th day of July 2021 at 9.00 a.m. for the following purposes:-

AS ORDINARY BUSINESS

1. To receive and, if approved, to adopt the Audited Accounts for the financial year ended 31 March 2021 together with the Directors’ Report and Independent Auditors’ Report thereon.
(Resolution 1)
2. To approve the payment of Directors’ Fees of S\$140,000 for the financial year ended 31 March 2021 (2020: S\$146,300).
(Resolution 2)
3. To re-elect Mr Cai Kaoqun as Director of the Company retiring pursuant to Regulation 107 of the Company’s Constitution.
[See Explanatory Note (i)]
(Resolution 3)
4. To re-elect Mr Lim Yit Keong (“**Mr Lim**”) as Director of the Company retiring pursuant to Regulation 107 of the Company’s Constitution.
[See Explanatory Note (ii)]
(Resolution 4)
5. That contingent upon the passing of Ordinary Resolution 4 above, shareholders to approve Mr Lim’s continued appointment as an Independent Director in accordance with Rule 406(3)(d)(iii)(A) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) Listing Manual Section B: Rules of Catalist (“**Catalist Rules**”) (which will take effect from 1 January 2022), and such Resolution shall remain in force until the earlier of the following: (i) Mr Lim’s retirement or resignation; or (ii) the conclusion of the third AGM following the passing of this Resolution.
[See Explanatory Note (iii)]
(Resolution 5)
6. That contingent upon the passing of Ordinary Resolutions 4 and 5 above, shareholders (excluding the Directors and Chief Executive Officer (“**CEO**”) of the Company, and the respective associates of such Directors and CEO to approve Mr Lim’s continued appointment as an Independent Director in accordance with Rule 406(3)(d)(iii)(B) of the Catalist Rules (which will take effect from 1 January 2022), and such Resolution shall remain in force until the earlier of the following: (i) Mr Lim’s retirement or resignation; or (ii) the conclusion of the third AGM following the passing of this Resolution.
[See Explanatory Note (iii)]
(Resolution 6)
7. To approve the continued appointment of Mr Hau Khee Wee (“**Mr Hau**”) as an Independent Director in accordance with Rule 406(3)(d)(iii)(A) of the Catalist Rules (which will take effect from 1 January 2022), and such Resolution shall remain in force until the earlier of the following: (i) Mr Hau’s retirement or resignation; or (ii) the conclusion of the third AGM following the passing of this Resolution.
[See Explanatory Note (iii)]
(Resolution 7)
8. That contingent upon the passing of Ordinary Resolution 7 above, shareholders (excluding the Directors and Chief Executive Officer (“**CEO**”) of the Company, and the respective associates of such Directors and CEO to approve Mr Hau’s continued appointment as an Independent Director in accordance with Rule 406(3)(d)(iii)(B) of the Catalist Rules (which will take effect from 1 January 2022), and such Resolution shall remain in force until the earlier of the following: (i) Mr Hau’s retirement or resignation; or (ii) the conclusion of the third AGM following the passing of this Resolution.
[See Explanatory Note (iii)]
(Resolution 8)
9. To re-appoint Messrs Ernst & Young LLP, as Auditors of the Company and to authorise the Directors to fix their remuneration.
(Resolution 9)
10. To transact any other ordinary business which may be properly transacted at the AGM.

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AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolution (with or without amendments) as Ordinary Resolution:-

11. Authority to allot and issue new shares in the capital of the Company

That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore (the "**Companies Act**") and Rule 806 of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") ("**Catalist Rules**"), the Directors be and are hereby authorised to:

- (a)
 - (i) allot and issue shares in the capital of the Company ("**Shares**") whether by way of rights, bonus or otherwise; and/or
 - (ii) 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 exchangeable into Shares, at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and
- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force, provided that:
 - (i) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed one hundred per cent (100%) of the total issued Shares excluding treasury shares and subsidiary holdings (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of Shares to be issued other than on a pro-rata basis to existing shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty per cent (50%) of the total issued Shares excluding treasury shares and subsidiary holdings (as calculated in accordance with sub-paragraph (ii) below); and
 - (ii) (subject to such manner of calculation and adjustments 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 (i) above, the percentage of the total number of issued Shares excluding treasury shares and subsidiary holdings shall be calculated based on the total number of issued Shares excluding treasury shares at the time this Resolution is passed, after adjusting for:
 - (1) new Shares arising from the conversion or exercise of convertible securities;
 - (2) new Shares arising from exercising of share options or vesting of share awards, provided that the share options or share awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
 - (3) any subsequent bonus issue, consolidation or subdivision of Shares;

Adjustments in accordance with (1) or (2) 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.

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- (iii) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Act and the Company's Constitution for the time being of the Company; and
- (iv) (unless revoked or varied by the Company in a general meeting) the 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 the earlier.

(Resolution 10)

BY ORDER OF THE BOARD

ONG WEI JIN
COMPANY SECRETARY

14 July 2021
SINGAPORE

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EXPLANATORY NOTES ON RESOLUTIONS TO BE PASSED:

- (i) Mr Cai Kaoqun will, upon re-election as a Director of the Company, remain as the Executive Chairman and CEO of the Company and a member of the Nominating Committee of the Company. Mr Cai Kaoqun is the brother of Mr Cai Kaobing, the Executive Director of the Company. Saved as disclosed, there are no relationships (including immediate family relationships) between Mr Cai and other directors, the Company, its related corporation and its 5% shareholders. Pursuant to Rule 720(5) of the Catalist Rules, the information relating to Mr Cai as set out in the Appendix 7F of the Catalist Rules is disclosed in pages 20 to 26 of this Annual Report.
- (ii) Mr Lim Yit Keong will, upon re-election as a Director of the Company, remain as the Chairman of the Nominating Committee and a member of the Audit Committee and Remuneration Committee of the Company. Mr Lim will be considered independent for the purpose of Rule 704(7) of the Catalist Rules. There are no relationships (including immediate family relationships) between Mr Lim and the other Directors, the Company, its related corporations and its 5% shareholders. Pursuant to Rule 720(5) of the Catalist Rules, the information relating to Mr Lim as set out in the Appendix 7F of the Catalist Rules is disclosed in pages 20 to 26 of this Annual Report.
- (iii) Rule 406(3)(d)(iii)(A) of the Catalist Rules, which takes effect from 1 January 2022, provides that a director who has been a director for an aggregate period of more than nine years (whether before or after listing) will not be independent unless his continued appointment as an independent director has been approved in separate resolutions by (A) all shareholders, and (B) all shareholders, excluding the directors and the chief executive officer of the company, and associates of such directors and chief executive officer. Such resolutions may remain in force until the earlier of (X) the retirement or resignation of the director or (Y) the conclusion of the third AGM of the company following the passing of the resolutions.

Mr Lim Yit Keong and Mr Hau Khee Wee have each served as Independent Directors of the Company for more than nine years. Ordinary Resolutions 5 to 8 are proposed to seek approval by way of two-tier voting process required under Rules 406(3)(d)(iii) of the Catalist Rules for the continued appointment of the aforesaid Directors as Independent Directors.

NOTES:

- (i) A member (including a relevant intermediary*) entitled to vote at the AGM must appoint Chairman of the AGM to act as proxy and direct the vote at the AGM.

* "relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act.
- (ii) The instrument appointing the Chairman of the AGM as the proxy must be signed by the appointor or his/her/its attorney duly authorized in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its common seal or under the hand or any officer or attorney duly authorized.
- (iii) Where this instrument appointing a proxy or proxies is signed on behalf of the appointor by an attorney, the power of attorney or a notarially certified copy thereof (failing previous registration with the Company) must be lodged with this instrument of proxy, failing which this instrument of proxy may be treated as invalid.
- (iv) **PERSONAL DATA PRIVACY:** By submitting an instrument appointing the a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM 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 proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) 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.

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IMPORTANT NOTICE ON AGM ARRANGEMENT IN LIGHT OF COVID-19

The AGM is being convened, and will be held, only by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of this Notice of AGM and the accompanying Annual Report 2021 and proxy form will not be sent to members of the Company. Instead, these documents will be made available on SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.

This notice sets out the Company's arrangements relating to, among others, attendance at the AGM via electronic means (including arrangements by which the AGM can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the AGM in advance of the AGM, addressing of substantial and relevant questions prior to, or at the AGM and/or voting by appointing the Chairman of the AGM as proxy at the AGM.

In light of the current COVID-19 situation and the related elevated safe distancing measures put in place in Singapore, a member (including a relevant intermediary*) will not be able to attend the AGM in person. A member (whether individual or corporate) must appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such member wishes to exercise his/her/its voting rights at the AGM.

* "relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act.

Members may participate at the AGM by following the steps set out below:

1. Registration for Live Webcast

Members will be able to follow the proceedings of the AGM through a live audio-visual webcast or live audio-only stream (collectively, "**Live Webcast**") via mobile phone, tablet, computer or any such electronic device.

In order to do so, a member, including persons holding shares through the Supplementary Retirement Scheme ("**SRS**") ("**SRS investors**") must pre-register **by no later than 9.00 a.m. on 26 July 2021** ("**Registration Deadline**"), at the URL <https://conveneagm.sg/chinakunda>, for authentication of their status as members.

Members who have been authenticated will receive email instructions to access the Live Webcast of the proceedings of the AGM by **9.00 a.m. on 28 July 2021**. Members who have registered by the Registration Deadline but did not receive email instructions by **9.00 a.m. on 28 July 2021** may contact the share registrar by phone at +65 6230 9768 for assistance.

Members must not forward the abovementioned email instructions to other persons who are not members and who are not entitled to attend the AGM. This is also to avoid any technical disruptions or overload to the Live Webcast.

Investors who hold shares through relevant intermediaries as defined in Section 181(C) of the Companies Act, excluding SRS Investors, and wish to participate in the AGM should, in addition to pre-registering, approach their respective agents, excluding SRS Operators, by **5.00 p.m. on 19 July 2021**, so that the necessary arrangements can be made by the relevant agents for their participating in the AGM.

2. Members' Queries

Members will not be able to speak or ask questions during the Live Webcast. It is important to note that any questions must be submitted in advance of the AGM.

All questions must be submitted **by no later than 9.00 a.m. on 23 July 2021** to the Company:

- (a) **via the pre-registration website** at the URL <https://conveneagm.sg/chinakunda>; or
- (b) **in hard copy** by sending personally or by post and lodging the same at the registered office of the Company at 4 Shenton Way, #17-01 SGX Centre 2, Singapore 068807; or
- (c) **via email** to: alex@chinakunda.com.

For verification purpose, when submitting any questions via email, members including SRS investors **MUST** provide the Company with their particulars (comprising full name (for individuals)/company name (for corporates), email address, contact number, NRIC/passport number / company registration number, shareholding type and number of shares held).

The Company will endeavor to address the substantial queries from members prior to, or at the AGM and upload the Company's responses on the SGXNet. The minutes of the AGM, which including responses to substantial queries from the Members which are addressed during the AGM, shall thereafter be published on SGXNet, within one (1) month from the conclusion of the AGM.

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Investors who hold shares through relevant intermediaries as defined in Section 181(C) of the Companies Act, excluding SRS Investors, can approach their respective agents by **5.00 p.m. on 19 July 2021**, to submit their questions in relation to any resolution set out in the Notice of AGM upon pre-registration so that the necessary arrangements can be made.

3. Proxy Voting

A member (including a relevant intermediary will not be able to attend the AGM physically in person. If a member (whether individual or corporate) wishes to exercise his/her/its voting rights at the AGM, he/she/it must appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM. The instrument appointing the Chairman of the AGM as proxy has been uploaded together with this Notice of AGM on SGXNet on the same day.

Members (whether individual or corporate) appointing the Chairman of the AGM as proxy must give specific instructions as to his/her/its manner of voting, or abstentions from voting, in the proxy form, failing which the appointment will be treated as invalid.

The instrument appointing the Chairman of the AGM as proxy must be submitted to the Company in the following manner:

- (a) in hard copy **by post** to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte Ltd, at 50 Raffles Place #32-01 Singapore Land Tower Singapore 048623; or
- (b) **via email** to: srs.teamd@boardroomlimited.com.

in either case, **not less than 48 hours** before the time for holding the AGM and at any adjournment thereof.

A member who wishes to submit an instrument of proxy by (b) and (c) must first download the proxy form, which is available on SGXNet at the URL <https://www.sgx.com/securities/company-announcements>, complete and sign the proxy form, before submitting it by post to the address provided above, or 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 posts, members are strongly encouraged to submit completed proxy forms electronically by email.

SRS investors who wish to appoint the Chairman of the AGM as proxy to attend, speak and vote on their behalf should approach their respective SRS operators by **5.00 p.m. on 19 July 2021** in order to allow sufficient time for their respective SRS operators to in turn submit a proxy form to appoint the Chairman of the Meeting to vote on their behalf by **9.00 a.m. on 27 July 2021**.

Investors who hold shares through relevant intermediaries as defined in Section 181(C) of the Companies Act, excluding SRS investors, and wish to appoint the Chairman of the AGM as proxy, should approach their respective agents to submit their votes by **5.00 p.m. on 19 July 2021** in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the Meeting to vote on their behalf by **9.00 a.m. on 27 July 2021**.

The Company shall be entitled to reject the instrument appointing the Chairman of the AGM as proxy if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the Chairman of the AGM as proxy (such as in the case where the appointor submits more than one instrument of proxy).

In the case of shares entered in the Depository Register, a Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time fixed for holding the AGM in order for the Depositor to be entitled to appoint the Chairman of the AGM as proxy.

IMPORTANT NOTICE: Due to the evolving COVID-19 situation in Singapore, the Company may change the AGM arrangements at short notice. The Company will announce any changes to the holding or conduct of the AGM via the SGXNet and Shareholders are advised to check the SGXNet regularly for updates prior to the AGM.