
NOTICE OF EXTRAORDINARY GENERAL MEETING

LEY CHOON GROUP HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)

(Company Registration No. 198700318G)

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Ley Choon Group Holdings Limited (the “**Company**”) will be held by way of electronic means on 25 March 2022 at 2.00 p.m. for the purpose of considering and, if thought fit, passing with or without any modifications, the following resolutions.

This Notice has been made available on SGXNet and the Company’s website at the URL <https://www.leychoon.com> and may also be accessed at the URL <https://conveneagm.com/sg/leychoon>. A printed copy of this Notice will NOT be despatched to members.

Shareholders should note that the passing of Ordinary Resolutions 1 and 2 as set out below are inter-conditional. As such, if any one of Ordinary Resolutions 1 or 2 is not passed, the remaining Ordinary Resolution would not be carried.

ORDINARY RESOLUTION 1 –THE PROPOSED EXTENSION OF CONVERSION RIGHTS

IT IS RESOLVED THAT:

- (a) that the supplementary deed dated 7 January 2022 entered into between the Company and Zheng Choon Holding Pte. Ltd. (the “**Second Supplemental Deed**”), which further amends the four (4) murabaha facility agreements entered into between the Company and The Islamic Bank of Asia Limited dated 11 October 2016 (as previously amended by the first supplemental deed dated 31 May 2021 and novated by the novation agreement dated 23 December 2021) (the “**Master Murabaha Facility Agreements**”), be and are hereby approved, confirmed and ratified;
- (b) in connection with the Second Supplemental Deed, approval be and is hereby given to the Directors to do all such acts and things, and sign and execute all such documents and instruments (whether by hand or seal) as may be necessary to give effect to the Second Supplemental Deed to which the Company is a party including, without limitation, the Conversion Rights (as defined in the Master Murabaha Facility Agreements); and
- (c) the Directors of the Company and each of them be and are hereby authorised to take such steps and exercise such discretion and do all such acts and things as they or he may deem desirable, necessary or expedient to give effect to the matters referred to in paragraph (a) including, without limitation, to negotiate, execute and authorise the release of, in the name of and on behalf of the Company, all such agreements, deeds, undertakings, forms, circulars, announcements, instruments, notices, communications and other documents and things, and to approve any amendment, alteration or modification to any such document.

ORDINARY RESOLUTION 2 – THE PROPOSED ISSUE OF THE CONVERSION SHARES

IT IS RESOLVED THAT:

- (a) in connection with the Master Murabaha Facility Agreements, approval be and is hereby given:
 - (i) to allot and issue (i) such number of Conversion Shares (as defined in the Master Murabaha Facility Agreements) at the Conversion Price (as defined in the Master Murabaha Facility Agreements and subject to adjustments in accordance with the terms of the Master Murabaha Facility Agreements) as may be required or permitted to be allotted and issued upon any exercise of the Conversion Rights during the Conversion Period (as defined in the Master Murabaha Facility Agreements), subject to and otherwise in accordance with the terms of the Master Murabaha Facility Agreements; and
 - (ii) on the same basis as paragraph (a)(i) above, such further Conversion Shares as may be required or permitted to be allotted and issued upon any exercise of the Conversion Rights upon the adjustment of the Conversion Price in accordance with the terms of the Master Murabaha Facility Agreements,

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which constitutes an interested person transaction under the Catalist Rules; and

- (b) the Directors of the Company and each of them be and are hereby authorised to take such steps, enter into all such transactions, arrangements and agreements and execute all such documents (whether by hand or seal) as may be advisable, necessary or expedient for the purposes of giving effect to this resolution, with full power to assent to any condition, amendment, alteration, modification or variation as may be required by the relevant authorities or as such Directors or any of them may deem fit or expedient or to give effect to this resolution or the transactions contemplated pursuant to or in connection with the Master Murabaha Facility Agreements.

BY ORDER OF THE BOARD

Toh Choo Huat
Executive Chairman and Chief Executive Officer
10 March 2022

Notes:

1. Terms and expressions not defined herein but which are defined in this Circular shall have the same meanings when used herein.
2. Alternative arrangements relating to, among others, attendance, submission of questions in advance or “live” at the EGM and/or voting “live” by the member or by proxy or by appointing the Chairman of the EGM as proxy at the Extraordinary General Meeting (“EGM”) are set out in the Company’s announcement dated 10 March 2022 entitled “Important Notice to Shareholders Regarding the Company’s Extraordinary General Meeting on 25 March 2022” which has been uploaded together with this Notice of EGM on SGXNet on the same day. This announcement may also be accessed at the URL <https://www.leychoon.com>.

In particular, the EGM will be held by way of electronic means and a member will be able to watch the proceedings of the EGM through a “live” webcast or listen to these proceedings through a “live” audio feed via his/her/its mobile phones, tablets or computers. In order to do so, a member who wishes to watch the “live” webcast or listen to the “live” audio feed must pre-register by 2.00 p.m. on 22 March 2022, at the URL <https://conveneagm.com/sg/leychoon>, to create an account and enable the Company to verify their members’ status. Following authentication of their status as members, authenticated members will receive an email on their authentication status by 24 March 2022 and will be able to watch the “live” webcast or listen to the “live” audio feed using the account created. Members who have received the email must not forward the email to other persons who are not members or who are not entitled to attend the EGM. This is to avoid any technical disruption or overload to the “live” webcast or “live” audio feed. Shareholders who do not receive an email by 2.00 p.m. on 24 March 2022, but who have registered by the deadline of 2.00 p.m. on 22 March 2022, should contact the Company at the following email address: support@conveneagm.com.

Non-CPF/SRS holders whose shares are registered under Depository Agents (“DAs”) must also contact their respective DAs to indicate their interest in order for their respective DAs to make the necessary arrangements for them to watch the EGM proceedings through a “live” webcast or listen through a “live” audio feed.

Corporate shareholders must also submit the Corporate Representative Certificate at egmfy22@leychoon.com, in addition to the registration procedures as set out in the paragraphs above, by 2.00 p.m. on 22 March 2022, for verification purposes.

A member may also submit questions related to the resolutions to be tabled for approval at the EGM. To do so, all questions must be submitted by 2.00 p.m. on 22 March 2022:

- (a) via the pre-registration website at the URL <https://conveneagm.com/sg/leychoon>;
- (b) in hard copy by sending personally or by post and lodging the same at the registered office of the Company at No. 3 Sungei Kadut Drive, Kranji Industrial Estate, Singapore 729556; or
- (c) by email to egmfy22@leychoon.com.

Members will need to identify themselves when posing questions by email or by mail by providing the following details:

- (a) the member’s full name as it appears on his/her/its CDP/CPF/SRS share records;
- (b) the member’s NRIC/Passport/UEN number;
- (c) the member’s contact number and email address; and

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(d) the manner in which the member holds his/her/its Shares in the Company (e.g. via CDP, CPF or SRS).

The Company will not be able to answer questions from persons who provide insufficient details to enable the Company to verify his/her/its shareholder status.

The Company will address substantial and relevant questions relating to the resolutions to be tabled for approval at the EGM as received from members either before or during the EGM.

3. Shareholders (including CPF and SRS investors) and, where applicable, appointed proxy(ies), who wish to ask questions “live” at the EGM must first pre-register at the pre-registration website at the URL <https://conveneagm.com/sg/leychoon>.

Shareholders and proxyholders who pre-registered and are verified to attend the EGM will be able to ask questions relating to the agenda of the EGM by clicking the “Ask a Question” feature and then clicking the “Queue for Video call” via the Live Webcast. The relevant Shareholder will be informed once it is appropriate for him/her to speak and can thereafter raise his/her question via audiovisual or audio means during the EGM within a certain prescribed time limit.

4. A member will not be able to attend the EGM in person. If a member (whether individual or corporate) wishes to exercise his/her/its voting rights at the EGM, he/she/it may:

- (a) (where the member is an individual) vote “live” via electronic means at the EGM or (where the member is an individual or a corporate) appoint a proxy(ies) (other than the Chairman of the EGM) to vote “live” via electronic means at the EGM on his/her/its behalf; or
- (b) (where the member is an individual or corporate) appoint the Chairman of the EGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM. In appointing the Chairman of the EGM as proxy, a member (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid.

The accompanying proxy form for the EGM may be accessed at the Company’s website at the URL <https://www.leychoon.com> and may also be accessed at the URL <https://conveneagm.com/sg/leychoon>, and has also been made available on SGXNet.

5. A proxy need not be a member of the Company. The instrument appointing a proxy(ies), together with the power of attorney or other authority under which it is signed (if applicable) or a notarially certified copy thereof, must:

- (a) if sent personally or by post, be deposited at the registered office of the Company at No. 3 Sungei Kadut Drive, Kranji Industrial Estate, Singapore 729556;
- (b) if submitted by email, be received by the Company at egmfy22@leychoon.com; or
- (c) if submitted digitally, be submitted at the URL <https://conveneagm.com/sg/leychoon>,

in either case, by no later than 2.00 p.m. on 22 March 2022, being not less than 72 hours before the time for holding the EGM, and in default the instrument of proxy shall not be treated as valid.

A member who wishes to submit an instrument of proxy 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.

6. If sent personally or by post, the instrument appointing the proxy(ies) of an individual must be under the hand of the appointor or of his attorney duly authorised in writing and the instrument appointing the proxy(ies) of a corporation must be executed either under its common seal or under the hand of its attorney or a duly authorised officer.

Where an instrument appointing a proxy(ies) is submitted by email, it must be authorised in the following manner:

- (a) by way of the affixation of an electronic signature by the appointor or his/her duly authorised attorney or, as the case may be, an officer or duly authorised attorney of a corporation; or
- (b) by way of the appointor or his duly authorised attorney or, as the case may be, an officer or duly authorised attorney of a corporation signing the instrument under hand and submitting a scanned copy of the signed instrument by email.

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7. In the case of a member whose shares are entered against his/her name in the Depository Register, the Company may reject any instrument appointing the proxy(ies) lodged if such member, being the appointor, is not shown to have shares entered against his/her name in the Depository Register as at 72 hours before the time appointed for holding the EGM, as certified by the The Central Depository (Pte) Limited to the Company.
8. Persons who hold shares through relevant intermediaries (as defined in Section 181 of the Companies Act 1967 of Singapore), including CPF and SRS investors, and who wish to participate in the EGM ("**Relevant Intermediary Participants**") by (a) watching and/or listening to the EGM proceedings via the "live" webcast or the "live" audio feed in the manner provided in Note 2 above; (b) submitting questions in advance of, or "live" at, the EGM in the manner provided in Note 2 above; and/or (c) voting at the EGM (i) "live"; or (ii) by appointing the Chairman of the EGM as proxy to vote on their behalf at the EGM, should contact the relevant intermediary (which would include, in the case of CPF and SRS investors, their respective CPF Agent Banks and SRS Operators) through which they hold such shares as soon as possible in order to facilitate the necessary arrangements for them to participate in the EGM. CPF or SRS investors who wish to appoint the Chairman of the EGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least 7 working days before the EGM, i.e. by 2.00 p.m. on 18 March 2022 in order to allow sufficient time for their relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the EGM to vote on their behalf not less than 72 hours before the time for holding the EGM.
9. The shareholders' circular in relation to the proposed resolutions may be accessed at the Company's website at the URL <https://www.leychoon.com>. The shareholders' circular has also been made available on SGXNet.
10. By attending the EGM and/or any adjournment thereof, submitting an instrument appointing a proxy(ies) to attend, speak and vote at the EGM and/or any adjournment thereof or submitting any details of Relevant Intermediary Participants in connection with the EGM, 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, administration and analysis by the Company (or its agents or service providers) of the appointment of the Chairman of the EGM as proxy and the participation of Relevant Intermediary Participants for the EGM (including any adjournment thereof) and the preparation, compilation and publication of the attendance lists, minutes and other documents relating to the EGM (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**"), and (ii) warrants that where the member discloses the personal data of Relevant Intermediary Participants to the Company (or its agents), the member has obtained the prior consent of such Relevant Intermediary Participants for the collection, use and disclosure by the Company (or its agents) of the personal data of such Relevant Intermediary Participants for the Purposes.
11. For further information on the conduct of the EGM and the alternative arrangements, shareholders can refer to the following URL <https://conveneagm.com/sg/leychoon>.

IMPORTANT REMINDER: The Company would remind shareholders that, with the constantly evolving COVID-19 situation, the situation is fluid and the Company may be required to change its EGM arrangements at short notice. Shareholders should check the above URL and SGXNet for updates on the EGM.

The Company would like to thank all shareholders for their patience and co-operation in enabling the Company to hold its EGM with the optimum safe distancing measures amidst the current COVID-19 pandemic.