

LUXKING GROUP HOLDINGS LIMITED
(Incorporated in Bermuda)

MINUTES OF ANNUAL GENERAL MEETING

PLACE	:	By way of electronic means
DATE	:	Friday, 28 October 2022
TIME	:	11.00 a.m.
PRESENT (BY LIVE WEBCAST)	:	<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 Mr Er Kwong Wah – Independent Director Mr Chan Wai Man – Independent 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, the Executive Director (“**Ms Leung**”) of the Company chaired the AGM proceedings on behalf of the Chairman, Mr Leung Chee Kwong.

Having ascertained that a quorum was electronically present, Ms Leung called the Meeting to order at 11.00 a.m. Ms Leung welcomed shareholders for their attendance at the AGM held via live webcast and introduced the Directors, Management and professional parties who are present at the Meeting. In the event of IT or WI-FI outage, Mr Chng Hee Kok would take over as Chairman of the AGM.

NOTICE

The notice of annual general meeting dated 6 October 2022 convening the Meeting was taken as read.

In line with the Listing Manual of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), all resolutions would be voted by way of poll. As mentioned in the Notice of AGM, shareholders who wish to exercise their voting rights at this AGM may do so through submission of instrument of appointing a proxy(ies) to vote, or to cast their “live” vote at this AGM.

The Company invited shareholders for questions pertaining to the resolutions to be tabled for approval at the Meeting to submit them in advance by either via post or via email. There being no question received from shareholders with regards to the AGM. However, the Company has released an announcement on 25 October 2022 in response to the queries raised by Securities Investors Association (Singapore).

The Meeting was informed on the live voting and questions and answers procedure. The poll result of the resolutions would be announced at the end of the Meeting after the votes have been counted and verified by the scrutineer.

Ms Leung proceeded with the business 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 2022 and the Independent Joint Auditors’ Report thereon, which was proposed by Ms Leung and seconded by Mr Anthony Yuen.

Shareholders were invited to ask questions with regards to this resolution. As no question was raised by shareholders, Ms Leung proceeded with the next agenda of the Meeting.

ORDINARY RESOLUTION 2 – RE-ELECTION OF MR ER KWONG WAH AS A DIRECTOR

Ordinary Resolution 2 was to re-elect Mr Er Kwong Wah (“**Mr Er**”) as a Director of the Company.

The Meeting was informed that Mr Er, who retired under Bye-law 86(1) of the Company’s Bye-laws had consented to continue in office. Mr Er’s details as required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST can be found on pages 96 to 99 of the Annual Report 2022.

Mr Er, upon re-elected, remains as an Independent Director of the Company, the Chairman of the Nominating Committee and a member of the Audit Committee and Remuneration Committee of the Company. He is considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.

The re-election of Mr Er as a Director of the Company was proposed by Ms Leung and seconded by Mr Anthony Yuen.

Shareholders were invited to ask questions with regards to this resolution. As no question was raised by shareholders, Ms Leung proceeded with the next agenda of the Meeting.

ORDINARY RESOLUTION 3 - DIRECTORS' FEES FOR FY2023

Ordinary Resolution 3 is to approve the payment of Directors' fees of S\$160,415 for the year ending 30 June 2023, to be paid quarterly in arrears, which was proposed by Ms Leung and seconded by Mr Anthony Yuen.

Shareholders were invited to ask questions with regards to this resolution. As no question was raised by shareholders, Ms Leung proceeded with the next agenda of the Meeting.

ORDINARY RESOLUTION 4 – RE-APPOINTMENT OF AUDITORS

Ordinary Resolution 4 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 Anthony Yuen.

Shareholders were invited to ask questions with regards to this resolution. As no question was raised by shareholders, 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 5 – AUTHORITY TO ALLOT AND ISSUE SHARES UP TO 50 PER CENTUM (50%) OF THE ISSUED SHARES

The shareholders were informed that Ordinary Resolution 5 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 Anthony Yuen.

As there was no question raised by the shareholders, the Meeting proceeded with the formalities of conducting poll on all the resolutions.

POLLING

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

Following the tabulation of votes by scrutineer, the following ordinary resolutions were declared carried by poll:

ORDINARY RESOLUTION 1 – DIRECTORS’ REPORT AND AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2022

The results of the votes are as follows:

	<u>No. of Shares</u>	<u>In Percentage</u>
Number of votes “FOR”	8,327,200	100%
Number of votes “AGAINST”	0	0%
Total number of votes cast	<u>8,327,200</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 2022 and the Independent Joint Auditors’ Report be received and adopted.”

ORDINARY RESOLUTION 2 – RE-ELECTION OF MR ER KWONG WAH 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”	8,327,200	100%
Number of votes “AGAINST”	0	0%
Total number of votes cast	<u>8,327,200</u>	<u>100%</u>

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

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

ORDINARY RESOLUTION 3 – APPROVAL OF DIRECTORS’ FEES FOR THE FINANCIAL YEAR ENDING 30 JUNE 2023 AMOUNTING TO S\$160,415, 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”	8,327,200	100%
Number of votes “AGAINST”	0	0%
Total number of votes cast	<u>8,327,200</u>	<u>100%</u>

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

“That the payment of Directors’ fees of S\$160,415 for the year ending 30 June 2023, to be paid quarterly in arrears be approved.”

ORDINARY RESOLUTION 4 – 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”	8,327,200	100%
Number of votes “AGAINST”	0	0%
Total number of votes cast	<u>8,327,200</u>	<u>100%</u>

Based on the votes cast, Ordinary Resolution 4 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 5 – 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”	8,327,200	100%
Number of votes “AGAINST”	0	0%
Total number of votes cast	<u>8,327,200</u>	<u>100%</u>

Based on the votes cast, Ordinary Resolution 5 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 11.14 a.m. and thanked everyone for their attendance.

Confirmed as True Record of Proceedings Held

Mr Leung Chee Kwong
Executive Chairman