



CHINA KUNDA TECHNOLOGY HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 200712727W)

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 at 4 Shenton Way, SGX Centre 2 #17-01, Singapore 068807 on the 25th day of July 2019 at 9.00 a.m. for the following purposes:-

AS ORDINARY BUSINESS

- To receive and, if approved, to adopt the Audited Accounts for the financial year ended 31 March 2019 together with the Directors' Report and Independent Auditors' Report thereon. **Resolution 1**
- To approve the payment of Directors' Fees of S\$200,000 for the financial year ended 31 March 2019 (2018: S\$191,151). **Resolution 2**
- To re-elect Mr Cai Kaobing as Director of the Company retiring pursuant to Regulation 107 of the Company's Constitution. **Resolution 3**
[See Explanatory Note (i)]
- To re-elect Mr Ho Chew Thim as Director of the Company retiring pursuant to Regulation 107 of the Company's Constitution. **Resolution 4**
[See Explanatory Note (ii)]
- To re-elect Mr Lim Yit Keong as Director of the Company retiring pursuant to Regulation 107 of the Company's Constitution. **Resolution 5**
[See Explanatory Note (iii)]
- To re-appoint Messrs Ernst & Young LLP, as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 6**
- To transact any other ordinary business which may be properly transacted at the AGM.

AS SPECIAL BUSINESS

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

8. 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 "Act") and Rule 806 of the Listing Manual Section B: Rules of Catalyst of the Singapore Exchange Securities Trading Limited (the "SGX-ST") ("Catalist Rules"), the Directors be and are hereby authorised to:

- (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 and subsidiary holdings 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 outstanding or subsisting at the time this Resolution is passed, provided that the share options or share awards were granted in compliance with Part VIII of Chapter 8 of the Catalyst Rules; and
 - (3) any subsequent bonus issue, consolidation or subdivision of Shares;
 - (iii) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalyst 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 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 7**

BY ORDER OF THE BOARD

ONG WEI JIN
COMPANY SECRETARY
10 July 2019
SINGAPORE

EXPLANATORY NOTES ON RESOLUTIONS TO BE PASSED:

- Mr Cai Kaobing will, upon re-election as a Director of the Company, remain as the Executive Director of the Company. Mr Cai Kaobing is the brother of Mr Cai Kaoqun, the Executive Chairman and Chief Executive Officer of the Company. Save as disclosed, there are no relationships (including immediate family relationships) between Mr Cai and the other Directors, the Company and its 10% shareholders.
- Mr Ho Chew Thim will, upon re-election as a Director of the Company, remain as the Chairman of the Audit Committee and a member of the Remuneration Committee and Nominating Committee of the Company. Mr Ho will be considered independent for the purpose of Rule 704(7) of the Catalyst Rules. There are no relationships (including immediate family relationships) between Mr Ho and the other Directors, the Company and its 10% shareholders.
- 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 Catalyst Rules. There are no relationships (including immediate family relationships) between Mr Lim and the other Directors, the Company and its 10% shareholders.

NOTES:

- A member of the Company who is entitled to attend and vote at the AGM and who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend and vote in his stead. Where such member appoints more than one (1) proxy, he/she shall specify the proportion of his/her shareholding to be represented by each proxy. A proxy need not be a member of the Company. If the appointer is a corporation, the proxy must be executed under seal or the hand of its duly authorized officer or attorney. "Relevant intermediary" has the meaning ascribed to it in Section 181 of the Act.
- Where a member appoints multiple proxies, he shall specify the proportion of his shareholding to be represented by each proxy in the instrument appointing the proxies. A proxy need not be a member of the Company.
- If the member is a corporation, the instrument appointing the proxy must be under its Common Seal or the hand of its attorney or its duly authorised officer.
- The instrument appointing a proxy must be deposited at the Registered Office of the Company at 4 Shenton way, SGX Centre 2 #17-01, Singapore 068807, not less than 48 hours before the time appointed for holding the AGM in order for the proxy to be entitled to attend, speak and vote at the AGM.
- A Depositor's name must appear on the Depository Register maintained by CDP as at 72 hours before the time fixed for holding the AGM in order to be entitled to attend and vote at the AGM.

PERSONAL DATA PRIVACY:

By submitting an instrument appointing 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) 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.