



LUXKING GROUP HOLDINGS LIMITED

(Incorporated in Bermuda)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Luxking Group Holdings Limited (the "Company") will be held at Hotel Re! @ Pearl's Hill, Re! Union, 175A Chin Swee Road, Level 2, Singapore 169879 on 23 October 2017 at 9:00 a.m. for the following purposes:

AS ORDINARY BUSINESS

- To receive and adopt the Directors' Report and the Audited Financial Statements of the Company for the financial year ended 30 June 2017 together with the Independent Joint Auditors' Report thereon. **(Resolution 1)**
- To note the retirement of Mr He Zhiming as a Director of the Company pursuant to Bye-Law 86(3) of the Company's Bye-Laws. [See Explanatory Note (i)]
- To re-elect the following Directors retiring pursuant to the Company's Bye-laws:-
Chng Hee Kok (Retiring pursuant to Bye-law 86(1)) **(Resolution 2)**
Tan Tew Han (Retiring pursuant to Bye-law 86(1)) **(Resolution 3)**
Leung Hi Man (Retiring pursuant to Bye-law 85(6)) **(Resolution 4)**
Mr Chng Hee Kok will, upon re-election as a Director of the Company, remain as Chairman of Audit Committee and will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.
Mr Tan Tew Han will, upon re-election as a Director of the Company, remain as a member of Audit Committee and will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.
- To approve the payment of Directors' fees of S\$138,915.00 for the year ended 30 June 2017. (FY2016: S\$185,220.00). [See Explanatory Note (ii)] **(Resolution 5)**
- To approve the payment of Directors' fees of S\$146,415.00 for the year ending 30 June 2018, to be paid half-yearly in arrears. **(Resolution 6)**
- To re-appoint Messrs BDO Limited, Certified Public Accountants, Hong Kong and BDO LLP, Public Accountants and Chartered Accountants, Singapore as the Company's Auditors to act jointly and severally and to authorise the Directors to fix their remuneration. **(Resolution 7)**
- To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolution as Ordinary Resolution, with or without any modifications:

8. Authority to allot and issue shares

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 ("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:

- 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);
- (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 sub-paragraph (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:
 - new shares arising from the conversion or exercise of any convertible securities;
 - 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
 - any subsequent bonus issue, consolidation or subdivision of shares;
- the fifty percent (50%) limit in sub-paragraph (a) above may increase to one hundred percent (100%) for issue of shares and/or Instruments by way of a renounceable rights issued where shareholders of the Company are entitled to participate in the same on a pro-rata basis ("Enhanced Rights Issue Limit");
- 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
- 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. [See Explanatory Note (iii)] **(Resolution 8)**

By Order of the Board

Cheng Lisa
Company Secretary
Singapore, 6 October 2017

Explanatory Notes to Resolution to be passed –

- Mr He Zhiming to resign as a Director of the Company that he would not be seeking re-election at this Annual General Meeting ("AGM"). Accordingly, he would retire as a Director of the Company after the conclusion of the AGM.
- The Directors' fees of S\$138,915.00 for the financial year ended 30 June 2017 ("FY2017 Directors' Fees"), if approved by the shareholders of the Company at the AGM, would be paid to the Independent and Non-Executive Directors. Mr He Zhiming, the Non-Executive Director of the Company has voluntarily waived his entitlement to FY2017 Directors' Fees.
- The Ordinary Resolution proposed in item 8 above, if passed, will empower the Directors of the Company, to allot and issue Shares and convertible securities in the Company up to an amount not exceeding (i) fifty percent (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to twenty percent (20%) may be issued other than on a pro rata basis, and (ii) additional fifty percent (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) issued by way of renounceable rights issue on a pro rata basis in the capital of the Company, provided that the total number of shares which may be issued pursuant to (i) and (ii) shall not exceed one hundred percent (100%) of the issued shares (excluding treasury shares and subsidiary holdings) from the date of the above Meeting until the date of the next Annual General Meeting.

Enhanced Rights Issue Limit

With regard to item 8(c), the mandate for issue of shares pursuant to a pro-rata renounceable rights issue is subject to conditions set out in Practice Note 8.3 dated 13 March 2017. The Company will release immediate announcements on the use of the proceeds as and when the funds are materially disbursed and provides a status report on the use of proceeds in its annual report. The Board is of the view that the Enhanced Rights Issue Limit is in the interests of the Company and its shareholders.

Notes:

- A depositor holding Shares through The Central Depository (Pte) Limited ("Depositor") who is an individual and who wishes to attend the AGM in person need not take any further action and can attend and vote at the AGM as The Central Depository (Pte) Limited's proxy without lodgement of any proxy form.
- A Depositor who is an individual but is unable to attend the AGM personally and wishes to appoint a nominee(s) as The Central Depository (Pte) Limited's proxy to attend and vote on his/her behalf, must complete, sign and return the Depositor Proxy Form and deposit the duly completed Depositor Proxy Form at the office of Singapore Share Transfer Agent, B.A.C.S. Private Limited, 8 Robinson Road #03-00, ASO Building, Singapore 048544, at least forty-eight (48) hours before the time appointed for holding the AGM. Similarly, a Depositor who is a corporate and who wishes to attend the AGM must submit the Depositor Proxy Form for the appointment of nominee(s) to attend and vote at the AGM on its behalf.
- If a member with shares registered in his name in the Register of Members is unable to attend the AGM and wishes to appoint a proxy/proxies to attend and vote at the AGM in his stead, then he should complete and sign the relevant Member Proxy Form and deposit the duly completed Member Proxy Form at the office of Singapore Share Transfer Agent, B.A.C.S. Private Limited, 8 Robinson Road #03-00, ASO Building, Singapore 048544, at least forty-eight (48) hours before the time of the AGM.
- If a person who has Shares entered against his name in the Depository Register and Shares registered in his name in the Register of Members is unable to attend the AGM and wishes to be represented at the AGM, he should use the Depositor Proxy Form and the Member Proxy Form for, respectively, the Shares entered against his name in the Depository Register and Shares registered in his name in the Register of Members.
- If the appointor is a corporation, the instrument appointing a proxy must be executed under seal or the hand of its duly authorised officer or attorney.
- A proxy need not be a member.

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.