

**LUXKING GROUP HOLDINGS LIMITED**  
(Incorporated in Bermuda)

**MINUTES OF ANNUAL GENERAL MEETING**

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<b>PLACE</b>	:	By way of electronic means
<b>DATE</b>	:	Friday, 29 October 2021
<b>TIME</b>	:	2.00 p.m.
<b>PRESENT (BY LIVE WEBCAST)</b>	:	<b><u>Board of Directors</u></b> 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  <b><u>Shareholders</u></b> As per attendance record maintained by the Company.
<b>IN ATTENDANCE</b>	:	As per attendance record maintained by the Company.
<b>CHAIRMAN</b>	:	Mr Leung Chee Kwong

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## INTRODUCTION

As the Annual General Meeting (“**AGM**” or the “**Meeting**”) was conducted in English, Ms Leung Hi Man, the Executive Director of the Company chaired the AGM proceedings on behalf of the Chairman, Mr Leung Chee Kwong.

Ms Leung welcomed shareholders for their attendance at the AGM held via live webcast in accordance with the Joint Statement by ACRA, MAS and Singapore Exchange Regulation titled “Additional Guidance on the Conduct of General Meetings During Elevated Safe Distancing Period” (“**Joint Statement**”).

Having ascertained that a quorum was electronically present, Ms Leung called the Meeting to order at 2.00 p.m.

Ms Leung introduced the Directors, Management and professional advisors present at the Meeting via live webcast.

## NOTICE

The notice of annual general meeting dated 6 October 2021 convening the Meeting was taken as read.

In line with the Listing Manual of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), all resolutions were voted by way of poll. In accordance with the Joint Statement, all resolutions tabled at

this AGM were voted by appointing Chairman of the Meeting as proxy to vote in accordance with the specific voting instruction indicated by shareholders.

It was noted that the Chairman of the Meeting had been appointed as proxy by a number of shareholders and had cast the votes on the resolutions in accordance with the specific instruction of those shareholders.

The votes cast had been counted by the polling agent, B.A.C.S. Private Limited, and had been verified by the scrutineers, Agile 8 Advisory Pte. Ltd.

The Company had invited shareholders who wished to ask questions related 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 based on the cut-off date prior to the Meeting, Ms Leung proceeded with the business of the meeting.

## **ORDINARY BUSINESS**

### **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 2021 and the Independent Joint Auditors’ Report thereon.

The results of the votes were as follows:

	<b><u>No. of Shares</u></b>	<b><u>In Percentage</u></b>
Number of votes “FOR”	8,338,650	100%
Number of votes “AGAINST”	0	0%
Total number of votes cast	<u>8,338,650</u>	<u>100%</u>

Based on the votes cast, 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 2021 and the Independent Joint Auditors’ Report be received and adopted.”

### **RESOLUTION 2 – RE-ELECTION OF MR LEUNG CHEE KWONG AS A DIRECTOR**

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

The Meeting was informed that Mr Leung, who was retiring under Bye-law 86(1) of the Company’s Bye-laws had consented to continue in office.

It was noted that Mr Leung, upon re-election as a Director of the Company, remains as the Executive Chairman and Chief Executive Officer of the Company.

The results of the votes were as follows:

	<u>No. of Shares</u>	<u>In Percentage</u>
Number of votes "FOR" :	5,956,150	100%
Number of votes "AGAINST" :	0	0%
Total number of votes cast :	<u>5,956,150</u>	<u>100%</u>

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

"That Mr Leung Chee Kwong be re-elected as a Director of the Company."

### **RESOLUTION 3 - DIRECTORS' FEES FOR FY2022**

Resolution 3 is to approve the payment of Directors' fees of S\$151,415 for the year ending 30 June 2022, to be paid quarterly in arrears.

The results of the votes were as follows:

	<u>No. of Shares</u>	<u>In Percentage</u>
Number of votes "FOR" :	<b>8,338,650</b>	100%
Number of votes "AGAINST" :	0	0%
Total number of votes cast :	<u>8,338,650</u>	<u>100%</u>

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

"That the payment of Directors' fees of S\$151,415 for the year ending 30 June 2022, to be paid quarterly in arrears be approved."

### **RESOLUTION 4 – RE-APPOINTMENT OF AUDITORS**

Resolution 4 was to re-appoint Auditors and to authorise their 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 results of the votes were as follows:

	<u>No. of Shares</u>	<u>In Percentage</u>
Number of votes "FOR" :	8,338,650	100%
Number of votes "AGAINST" :	0	0%
Total number of votes cast :	<u>8,338,650</u>	<u>100%</u>

Based on the votes cast, 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.”

**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**

**APPROVAL FOR MR CHNG HEE KOK TO CONTINUE AS INDEPENDENT DIRECTORS PURSUANT TO RULE 210(5)(d)(iii) OF THE LISTING MANUAL OF SGX-ST**

The Meeting was informed that Mr Chng Hee Kok, who has been appointed as a Director of the Company for an aggregate period of more than nine years from the date of his first appointment is required to seek shareholders’ approval through two-tiered voting to continue to act as an Independent Director of the Company, pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST which will come into effect on 1 January 2022.

**RESOLUTION 5A – APPROVAL FOR MR CHNG HEE KOK TO CONTINUE AS INDEPENDENT DIRECTOR (TIER 1 VOTING)**

Resolution 5A (Tier 1 Voting) was to approve Mr Chng Hee Kok to continue as Independent Director pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST with effect from 1 January 2022 by all shareholders.

The results of the votes were as follows:

	<u>No. of Shares</u>	<u>In Percentage</u>
Number of votes “FOR”	8,338,650	100%
Number of votes “AGAINST”	0	0%
Total number of votes cast	<u>8,338,650</u>	<u>100%</u>

Based on the votes cast, Resolution 5A – Tier 1 was declared carried and it was RESOLVED as an ordinary resolution:

“That subject to the passing of Ordinary Resolution 5B – Tier 2 below, approval be and is hereby given for Mr Chng Hee Kok who has served as Independent Director of the Company for an aggregate period of more than nine years from the date of his first appointment, to continue to act as an Independent Director of the Company pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the Singapore Exchange Securities Trading Limited (“SGX-ST”) with effect from 1 January 2022, until (i) the conclusion of the Company’s third annual general meeting following the passing of this Resolution; or (ii) the retirement or resignation of Mr Chng Hee Kok, whichever is earlier”

**RESOLUTION 5B – APPROVAL FOR MR CHNG HEE KOK TO CONTINUE AS INDEPENDENT DIRECTOR (TIER 2 VOTING)**

Resolution 5B (Tier 2 Voting) was to approve Mr Chng Hee Kok to continue as Independent Director of the Company pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST with effect from 1 January 2022.

All Directors, Chief Executive Officer and their associates were abstained from voting on this resolution.

The results of the votes were as follows:

	<u>No. of Shares</u>	<u>In Percentage</u>
Number of votes “FOR”	5,956,150	100%
Number of votes “AGAINST”	0	0%
Total number of votes cast	<u>5,956,150</u>	<u>100%</u>

Based on the votes cast, Resolution 5B – Tier 2 was declared carried and it was RESOLVED as an ordinary resolution:

“That subject to the passing of Ordinary Resolution 5A – Tier 1 above, approval be and is hereby given for Mr Chng Hee Kok who has served as Independent Director of the Company for an aggregate period of more than nine years from the date of his first appointment, to continue to act as an Independent Director of the Company pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST with effect from 1 January 2022, until (i) the conclusion of the Company’s third annual general meeting following the passing of this Resolution; or (ii) the retirement or resignation of Mr Chng Hee Kok, whichever is earlier”

**RESOLUTION 6 – AUTHORITY TO ALLOT AND ISSUE SHARES UP TO 50 PER CENTUM (50%) OF THE ISSUED SHARES**

The shareholders were informed that Resolution 6 was to authorise the Directors to allot and issue shares pursuant to Rule 806 of the Listing Manual of the SGX-ST.

The results of the votes were as follows:

	<u>No. of Shares</u>	<u>In Percentage</u>
Number of votes “FOR”	8,338,650	100%
Number of votes “AGAINST”	0	0%
Total number of votes cast	<u>8,338,650</u>	<u>100%</u>

Based on the votes cast, Resolution 6 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 (“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 2.09 p.m. and thanked everyone for their attendance.

Confirmed as True Record of Proceedings Held

Mr Leung Chee Kwong  
Executive Chairman