

**KITCHEN CULTURE HOLDINGS LTD.**  
**(now known as SDAI Limited)**  
(Company Registration No. 201107179D)  
(Incorporated in Republic of Singapore on 25 March 2011)

**MINUTES OF EXTRAORDINARY GENERAL MEETING**

**PLACE** : Cardinal Room, Level 3 Grand Copthorne Waterfront Hotel, 392 Havelock Road, Singapore 169663

**DATE** : Friday, 17 November 2023

**TIME** : 9.00 a.m.

**PRESENT** : **Board of Directors**  
Mdm Hao Dongting  
*(Executive Chairperson)*  
Mr Yip Kean Mun  
*(Executive Director)*  
Mr James Beeland Rogers, Jr.  
*(Non-Executive and Non-Independent Director)*  
Mr Lam Kwong Fai  
*(Lead Independent Director)*  
Mr Tan Meng Shern  
*(Independent Director)*

**Company Secretary**  
Ms Tan Swee Gek

**Sponsor**  
ZICO Capital Pte. Ltd.

**Incoming Statutory Auditor**  
Foo Kon Tan LLP

**Scrutineers**  
Agile 8 Advisory Pte. Ltd.

**Polling Agent**  
In.Corp Corporate Services Pte. Ltd.

**Shareholders and Proxies Participation**  
As per attendance list maintained by the Company

**In Attendance by Invitation**  
As per attendance list maintained by the Company

**Absent with Apology**  
Mr Cheung Wai Man Raymond  
*(Independent Director)*

**CHAIRMAN** : Mr Yip Kean Mun

## INTRODUCTION

Mdm Hao Dongting, the Executive Chairperson of SDAI Limited (formerly known as Kitchen Culture Holdings Ltd.) (the “**Company**”) welcomed all shareholders to the Extraordinary General Meeting of the Company (“**EGM**” or the “**Meeting**”). Mdm Hao Dongting authorised Mr Yip Kean Mun to act as Chairman of the Meeting (the “**Chairman**”) and to conduct the Meeting.

The Chairman proceeded to introduce the members of the board of directors of the Company (the “**Board**”) to those present at the EGM.

The Chairman informed that he had been appointed as proxy by some shareholders who have directed him to vote for or against certain resolutions, and he had voted according to such members’ instructions.

The Chairman also informed that in compliance with Rule 730A subsection (2) of the Listing Manual Section B: Rule of Catalist of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”), all motions tabled at the Meeting would be voted on by way of a poll.

The Chairman also invited the Scrutineer to explain the procedure of the poll and completion of the voting papers.

## QUORUM

Having confirmed with the Company Secretary that there was a quorum for the meeting, the Chairman called the Meeting to order at 9.05 a.m.

## NOTICE OF THE MEETING

The Chairman informed the shareholders of the Company (“**Shareholders**”) that all pertinent information in relation to the resolutions in the EGM had been set out in the Notice of the EGM dated 26 October 2023 (the “**Notice**”) together with the circular to Shareholders dated 26 October 2023 which have been circulated to the Shareholders before the EGM. The Notice convening the EGM was taken as read.

## QUESTIONS BY SHAREHOLDERS

The Chairman informed the Shareholders that the Company had announced via SGXNet that Shareholders were invited to submit questions relating to the business of the EGM in advance by 5.00 p.m. on 3 November 2023 (the “**Cut-off Time**”) or at this Meeting. The Company had not received questions from Shareholders as at the Cut-off Time. Questions received after the Cut-Off Time or during the EGM would be answered by the Chairman or the Board during the question and answer session.

## RESOLUTIONS:

1. **ORDINARY RESOLUTION 1: THE PROPOSED APPOINTMENT OF FOO KON TAN LLP AS THE STATUTORY AUDITOR OF THE COMPANY**

Ordinary Resolution 1 on the agenda was to approve the proposed appointment of Foo Kon Tan LLP as statutory auditor of the Company.

The Chairman invited Shareholders and proxies to raise their questions to the Board regarding to this resolution.

During the question and answer session, a question was raised by a Shareholder. The Company's response was as follows:

<b>Question</b>	<b>Response</b>
Shareholder A noted the nature of the resolutions proposed in this Meeting and that, given the suspension of the Company's securities, the minority Shareholders were more concerned with the trading suspension and asked what the Company was doing to allow the Company's securities to resume trading.	The Chairman responded that the Board was well aware of the issues related to the resumption of trading and that these issues had to be solved one by one. He highlighted that, in order for the Company to resume trading, the Company must fulfil the imposed requirements, and one of these was to have the accounts audited. He noted that the accounts of the Company were last audited for the financial year ended 30 June 2021. The ex-auditor did not seek re-appointment in the annual general meeting held on 18 March 2022, and in this regard, the Company would need to appoint an auditor to carry out the statutory audit for the Company's accounts.

Ordinary Resolution 1 was duly proposed and seconded by Shareholders.

The following resolution was put to vote and passed by way of a poll (the detailed results of which appended hereto):

"Resolved that:

- (a) Foo Kon Tan LLP, having consented to act, be and are hereby appointed as statutory auditor of the Company, to hold office until the conclusion of the next annual general meeting of the Company for such fee and on such terms as may be agreed by the Directors and Foo Kon Tan LLP; and
- (b) the Directors and any one of them be and are hereby authorised to approve and complete and do all such acts and things (including, without limitation, to approve, modify, ratify, sign, seal, execute and deliver all such documents as may be required) as they or he may consider expedient, desirable, necessary or in the interests of the Company to give effect to this ordinary resolution."

## **2. SPECIAL RESOLUTION 2: THE PROPOSED CHANGE OF NAME OF THE COMPANY TO "SDAI LIMITED"**

Special Resolution 2 on the agenda was to approve the proposed change of name of the Company to "SDAI Limited", the details of which are set out in the text of the circular to Shareholders dated 26 October 2023.

The Chairman invited Shareholders to raise their questions to the Board of the Company regarding to this resolution. There were no questions raised.

Special Resolution 2 was duly proposed and seconded by Shareholders.

The following resolution was put to vote and passed by way of a poll (the detailed results of which appended hereto):

“Resolved that:

- (a) subject to the approval of the Accounting and Corporate Regulatory Authority of Singapore (“**ACRA**”), the name of the Company be changed to “SDAI Limited” and the name “Kitchen Culture Holdings Ltd.” be substituted by “SDAI Limited” wherever the former name appears in the Company’s Constitution; and
- (b) the Directors and any one of them be and are hereby authorised to approve and complete and do all such acts and things (including, without limitation, to approve, modify, ratify, sign, seal, execute and deliver all such documents as may be required) as they or he may consider expedient, desirable, necessary or in the interests of the Company to give effect to this special resolution.”.

## RESULTS OF THE POLL

The results of the poll on each of the resolutions put to vote at the EGM are set out as follows:

Resolution Number and Details		Total number of shares represented by votes for and against the relevant resolution	FOR		AGAINST	
			Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
<b>Ordinary Resolution</b>						
1	The Proposed Appointment of Foo Kon Tan LLP as the Statutory Auditor of the Company	184,587,900	184,581,900	99.997	6,000	0.003
<b>Special Resolution</b>						
2	The Proposed Change of Name of the Company to “SDAI Limited”	184,587,900	184,581,900	99.997	6,000	0.003

## CONCLUSION

There being no other business to be transacted, the Chairman declared the EGM of the Company closed at 9.30 a.m.

CONFIRMED AS A CORRECT RECORD OF PROCEEDINGS

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**Mr Yip Kean Mun**  
**Chairman**

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*This announcement has been prepared by SDAI Limited (the “**Company**”) and its contents have been reviewed by the Company’s sponsor, ZICO Capital Pte. Ltd. (the “**Sponsor**”), in accordance with Rule 226(2)(b) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) Listing Manual Section B: Rules of Catalyst.*

*This announcement has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.*

*The contact person for the Sponsor is Ms Goh Mei Xian, Director, ZICO Capital Pte. Ltd. at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896, telephone: (65) 6636 4201.*