
NOTICE OF EXTRAORDINARY GENERAL MEETING

KTMG LIMITED

(Incorporated in the Republic of Singapore on 7 November 1974)
(Company Registration Number: 197401961C)

All capitalised terms used in this Notice shall, unless otherwise defined in this Notice, bear the respective meanings ascribed thereto in the circular to shareholders dated 6 April 2022 (“Circular”) issued by the Company.

NOTICE IS HEREBY GIVEN that an **EXTRAORDINARY GENERAL MEETING** (“EGM”) of KTMG Limited (the “**Company**”) will be held by way of electronic means on Thursday, 28 April 2022 at 10.30 a.m. (or as soon as practicable immediately following the conclusion or adjournment of the annual general meeting of the Company to be held on the same day at 10.00 a.m.) for the purpose of considering and, if thought fit, passing with or without any modifications the following Resolution set out below.

SPECIAL RESOLUTION

PROPOSED ADOPTION OF THE NEW CONSTITUTION

THAT:–

- (i) the regulations contained in the New Constitution of the Company as set out in in the manner and to the extent set out in the Circular be and is hereby approved; and
- (ii) the Directors of the Company and each of them be hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary or in the interests of the Company to give effect to this Resolution.

BY ORDER OF THE BOARD
KTMG LIMITED

LIM VHE KAI
Executive Director and CEO
6 April 2022

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Notes:

Pursuant to the COVID-19 (Temporary Measures) Act 2020 (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the “**Order**”), the Company has the option to hold a virtual meeting, even where the Company is permitted under safe distancing to hold a physical meeting.

Due to current COVID-19 situation and the Company’s efforts to minimise physical interactions and COVID-19 transmission risk to a minimum, the EGM of the Company will be held by way of electronic means. The Company is arranging for a live webcast and live audio feed of the EGM proceedings (the “**Live EGM Webcast**” or “**Live EGM Audio Feed**”) which will take place on Thursday, 28 April 2022 at 10.30 a.m. (or as soon as practicable immediately following the conclusion or adjournment of the annual general meeting of the Company to be held on the same day at 10.00 a.m.) in place of the physical EGM. Shareholders will be able to watch or listen to the EGM proceedings through the Live EGM Webcast or the Live EGM Audio Feed, and the Company will not accept any physical attendance by shareholders. Any shareholder seeking to attend the EGM physically in person will be turned away.

- (1) The EGM is being convened, and will be held, by electronic means pursuant to the Order. This Notice of EGM, with its accompanying proxy form will be made available by electronic means via publication on the Company’s website at the URL <https://www.ktmg.sg/announcements>, as well as on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
- (2) Alternative arrangements relating to attendance at the EGM via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the EGM in advance of the EGM, addressing of substantial and relevant questions at the EGM and voting by appointing the Chairman of the EGM as proxy at the EGM, pursuant to the Order, are set out herein.
- (3) Members will not be able to attend the EGM in person. A member (whether individual or corporate) must appoint the Chairman of the EGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM in accordance with the instructions set out in the proxy form if such member wishes to exercise his/her/its voting rights at the EGM. The accompanying proxy form for the EGM may also be accessed at the Company’s website at the URL <https://www.ktmg.sg/announcements>, and will be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
- (4) A member who wishes to watch or listen to the EGM proceedings through the Live EGM Webcast or Live EGM Audio Feed must pre-register by 10.30 a.m. on 25 April 2022 (“**Registration Deadline**”), at the Company’s website at the URL <https://ktmgagm.listedcompany.com/agm-egm-2022>. Following the authentication of his/her/its status as members, authenticated members will receive email instructions on how to access the webcast and/or audio feed of the proceedings of the EGM by 10.30 a.m. on 27 April 2022. Shareholders must not forward the instructions to other persons who are not shareholders of the Company and who are not entitled to attend the EGM. This is also to avoid any technical disruptions or overload to the Live EGM Webcast or the Live EGM Audio Feed. Shareholders who have registered by the Registration Deadline but did not receive an email response by 10.30 a.m. on 27 April 2022 may contact the Company by email at ir@ktmg.sg for assistance.
- (5) Please note that shareholders will not be able to ask questions at the EGM during the Live EGM Webcast or the Live EGM Audio Feed, and therefore it is important for shareholders to pre-register their participation in order to be able to submit their questions in advance of the EGM. Shareholders may submit questions related to the resolutions to be tabled for approval at the EGM. To do so, all questions must be submitted by 10.30 a.m. on 18 April 2022 via:
 - the pre-registration website at the Company’s website at the URL <https://ktmgagm.listedcompany.com/agm-egm-2022>;
 - in hard copy by mail to the Company’s corporate office at 5 Harper Road #04-03 Singapore 369673; or
 - by sending an email to ir@ktmg.sg, and the Company will not be able to address questions received after such time and date

For verification purposes, a shareholder who wishes to submit their questions by email or in hard copy by mail is required to indicate their full name (for individuals)/company name (for corporates), NRIC/Passport No./Company Registration number, email address, contact number, shareholding type and number of shares held together with their submission of questions, to the email or office address provided.

The Company endeavors to address all substantial and relevant questions received from members at least 72 hours prior to the closing date and time of the lodgment of the proxy forms. The responses to the questions received from shareholders will be posted on the SGXNet and the Company’s website. For the questions received later than 10.30 a.m. on 18 April 2022, the same will be addressed during the EGM and to be included in the minutes of the EGM which will be published on the SGXNet and the Company’s website within one (1) month after the date of the EGM.

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (6) A member will not be able to attend the EGM in person. Shareholders will not be able to vote online or through the Live EGM Webcast or the Live EGM Audio Feed on the resolutions to be tabled for approval at the EGM. Shareholders who wish to exercise their votes must submit a proxy form to appoint the Chairman of the EGM to cast votes on their behalf. If a member (whether individual or corporate) wishes to exercise his/her/its voting rights at the EGM, he/she/it must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM. In appointing the Chairman of the Meeting as proxy, a member (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid.
- (7) An investor who buys shares using CPF monies (“**CPF Investor**”) and/or SRS monies (“**SRS Investor**”) (as may be applicable), who wish to appoint the Chairman of the EGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the EGM in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the EGM to vote on their behalf.
- (8) The Chairman of the Meeting, as proxy, need not be a member of the Company.
- (9) The instrument appointing the Chairman of the Meeting as proxy must be submitted to the Company in the following manner:
- (a) if sent personally or by post, be lodged at the office of the Company’s Share Registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road #11-02, Singapore 068898; or
 - (b) if submitted by email, be received by the Company’s Share Registrar, Tricor Barbinder Share Registration Services at sg.is.proxy@sg.tricorglobal.com,

in either case, by 10.30 a.m. 26 April 2022.

A member who wishes to submit an instrument of proxy must download the proxy form, then complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.

- (10) A depositor shall not be regarded as a member of the Company entitled to attend and vote at the EGM unless his/her name appears on the Depository Register not less than 72 hours before the time of the EGM.

Important reminder: The Company would like to remind Shareholders that, with the constantly evolving COVID-19 situation, the situation is fluid and the Company may be required to change its EGM arrangements at short notice. Shareholders are advised to regularly check the Company’s website or announcements released on SGXNet for further updates until the date of the Meeting.

PERSONAL DATA PRIVACY

By submitting an instrument appointing the Chairman of the EGM as proxy to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of the appointment of the Chairman as proxy for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.

*This notice has been reviewed by the Company’s sponsor, SAC Capital Private Limited (the “**Sponsor**”). This notice has not been examined or approved by the Singapore Exchange Securities Trading Limited (the “**Exchange**”) and the Exchange assumes no responsibility for the contents of this notice, including the correctness of any of the statements or opinions made or reports contained in this notice.*

The contact person for the Sponsor is Ms. Charmian Lim (Tel: (65) 6232 3210) at 1 Robinson Road, #21-00 AIA Tower, Singapore 048542.