

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Annual General Meeting (the “**Meeting**” or “**AGM**”) of **China Kunda Technology Holdings Limited** (the “**Company**”) will be held by way of electronic means on the 29th day of July 2022 at 9.00 a.m. for the following purposes:-

## AS ORDINARY BUSINESS

1. To receive and, if approved, to adopt the Audited Accounts for the financial year ended 31 March 2022 together with the Directors’ Report and Independent Auditors’ Report thereon.  
**(Resolution 1)**
2. To approve the payment of Directors’ Fees of S\$140,000 for the financial year ended 31 March 2022 (FY2021: S\$140,000).  
**(Resolution 2)**
3. To re-elect Mr Cai Kaobing as Director of the Company retiring pursuant to Regulation 107 of the Company’s Constitution.  
*[See Explanatory Note (i)]*  
**(Resolution 3)**
4. To re-elect Mr Thomas Lam Kwong Fai as Director of the Company retiring pursuant to Regulation 107 of the Company’s Constitution.  
*[See Explanatory Note (ii)]*  
**(Resolution 4)**
5. To re-appoint Messrs Ernst & Young LLP, as Auditors of the Company and to authorise the Directors to fix their remuneration.  
**(Resolution 5)**
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:-

### 7. **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 “**Companies Act**”) and Rule 806 of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) (“**Catalist Rules**”), the Directors be and are hereby authorised to:

- (a) (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

# NOTICE OF ANNUAL GENERAL MEETING

- (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 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, provided that the share options or share awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
    - (3) any subsequent bonus issue, consolidation or subdivision of Shares;Adjustments in accordance with (1) or (2) are only to be made in respect of new Shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution.
  - (iii) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist 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 Company's 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 6)**

BY ORDER OF THE BOARD

ONG WEI JIN  
COMPANY SECRETARY

12 July 2022  
SINGAPORE

# NOTICE OF ANNUAL GENERAL MEETING

## EXPLANATORY NOTES ON RESOLUTIONS TO BE PASSED:

- (i) 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 CEO of the Company. Saved as disclosed, there are no relationships (including immediate family relationships) between Mr Cai and other directors, the Company, its related corporation and its 5% shareholders. Pursuant to Rule 720(5) of the Catalist Rules, the information relating to Mr Cai as set out in the Appendix 7F of the Catalist Rules is disclosed in pages 19 to 24 of this Annual Report.
- (ii) Mr Thomas Lam Kwong Fai will, upon re-election as a Director of the Company, remain as the Chairman of the Remuneration Committee and a member of the Audit Committee of the Company. Mr Lam will be considered independent for the purpose of Rule 704(7) of the Catalist Rules. There are no relationships (including immediate family relationships) between Mr Lam and the other Directors, the Company, its related corporations and its 5% shareholders. Pursuant to Rule 720(5) of the Catalist Rules, the information relating to Mr Lam as set out in the Appendix 7F of the Catalist Rules is disclosed in pages 19 to 24 of this Annual Report.

## NOTES:

- (i) A member (including a relevant intermediary\*) entitled to vote at the AGM must appoint Chairman of the Meeting to act as proxy and direct the vote at the AGM.

\* "relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act.

- (ii) The instrument appointing the Chairman of the Meeting as the proxy must be signed by the appointor or his/her/its attorney duly authorized in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its common seal or under the hand or any officer or attorney duly authorized.
- (iii) Where the instrument appointing a proxy or proxies is signed on behalf of the appointor by an attorney, the power of attorney or a notarially certified copy thereof (failing previous registration with the Company) must be lodged with the instrument of proxy, failing which the instrument of proxy may be treated as invalid.
- (iv) **PERSONAL DATA PRIVACY:** By submitting an instrument appointing the 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 or service providers) 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.

## IMPORTANT NOTICE ON AGM ARRANGEMENT IN LIGHT OF COVID-19

1. The AGM is being convened, and will be held, only by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of this Notice of AGM and the accompanying Annual Report 2022 and Proxy Form will not be sent to Shareholders. Instead, these documents will be made available on SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.
2. Alternative arrangements relating to attendance at the AGM of the Company by electronic means via live audio-visual webcast or live audio-only stream (collectively "Live Webcast"), submission of questions to the Chairman of the Meeting in advance of the AGM, addressing of substantial and relevant questions, queries and/or questions relating to the resolutions to be tabled for approval at or before the AGM and voting by appointing the Chairman of the Meeting as proxy at the AGM, are set out in the Company's accompanying announcement on 12 July 2022. This announcement may be accessed at the Company's website at the URL <https://www.chinakunda.com>, and will also be made available on SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.
3. **Due to the current COVID-19 situation in Singapore, a member will not be able to attend the AGM in person. A member (whether individual or corporate) who wishes to exercise his/her/its voting rights at the AGM must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM.** The Proxy Form may be accessed at the Company's website at the URL <https://www.chinakunda.com>, and will also be made available on SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.

# NOTICE OF ANNUAL GENERAL MEETING

4. Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the Proxy Form, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.
5. Persons who hold shares in the Company through relevant intermediaries (as defined in Section 181(C) of the Companies Act), including SRS investors, and who wish to participate in the AGM by:
  - (a) observing and/or listening to the AGM proceedings via Live Webcast;
  - (b) submitting questions in advance of the AGM; and/or
  - (c) appointing the Chairman of the Meeting as proxy to attend, speak and vote on their behalf at the AGM,

should contact the relevant intermediary (which would include, in the case of SRS investors, their respective SRS Operators) through which they hold such shares as soon as possible in order for the necessary arrangements to be made for their participation in the AGM.

SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective SRS Operators by **5.00 p.m. on Tuesday 19 July 2022** to submit their votes, being at least seven (7) working days prior to the date of the AGM.

6. The Chairman of the Meeting, as proxy, need not be a member of the Company.
7. The Proxy Form appointing the Chairman of the Meeting as proxy must be submitted to the Company in the following manner:
  - (a) If submitted **by post** to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
  - (b) If submitted electronically **by email** to: [srs.teamd@boardroomlimited.com](mailto:srs.teamd@boardroomlimited.com).

in either case by no later than **9.00 a.m. on Wednesday 27 July 2022**, being at least 48 hours before the time appointed for holding the AGM.

A member who wishes to submit the Proxy Form must first download, 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 in Singapore, members are strongly encouraged to submit completed Proxy Forms electronically via email.**