

NOTICE OF EXTRAORDINARY GENERAL MEETING



SDAI LIMITED

(formerly known as Kitchen Culture Holdings Ltd.)

(Company Registration No. 201107179D)

(Incorporated in Republic of Singapore on 25 March 2011)

NOTICE IS HEREBY GIVEN that an extraordinary general meeting ("EGM") of SDAI Limited ("Company") will be held at Veranda 3 Room, Level 2 Grand Copthorne Waterfront Hotel, 392 Havelock Road, Singapore 169663 on 10 May 2024 at 10.30 a.m. (Singapore time) (or as soon thereafter following the conclusion or adjournment of the Annual General Meeting of the Company to be held at the same place on the same day), for the purpose of considering and, if thought fit, passing the following proposed Special Resolution, with or without any amendments:

All capitalised terms used below which are not defined herein shall have the same meaning ascribed to them in the Company's circular to Shareholders dated 18 April 2024 (the "Circular"), unless otherwise defined herein or where the context otherwise requires.

SPECIAL RESOLUTION: PROPOSED ADOPTION OF THE NEW CONSTITUTION

That:

- the Regulations contained in the New Constitution as set out in Appendix A of the Circular to the Shareholders dated 18 April 2024 be and are hereby approved and adopted as the Constitution of the Company in substitution for, and to the exclusion of, the Existing Constitution; and
- the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they and/or he may consider expedient or necessary or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Special Resolution.

By Order of the Board

Tan Swee Gek
Company Secretary
18 April 2024

IMPORTANT NOTES ON THE EXTRAORDINARY GENERAL MEETING:

- The EGM will be held in a wholly physical format, on Friday, 10 May 2024 at 10.30 a.m. (Singapore time) (or as soon thereafter following the conclusion or adjournment of the Annual General Meeting of the Company to be held at the same place on the same day). There will be no option for Shareholders to participate virtually. A printed copy of the Circular, accompanying of this Notice and Proxy Form will be sent by post to members. Members may also access the Circular from the SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.
- Shareholders (including SRS investors) may participate in the EGM by: (a) attending the EGM in person; (b) submitting questions to the Chairman of the Meeting in advance of, or at, the EGM; and/or (c) voting at the EGM (i) themselves personally or (ii) through their duly appointed proxy(ies). For the avoidance of doubt, SRS investors will not be able to appoint third party proxy(ies) (i.e. persons other than the Chairman of the Meeting) to attend, speak and/or vote at the EGM on their behalf.
- SRS investors (a) may vote at the EGM if they are appointed as proxies by their respective SRS Operators, and should contact their respective SRS Operators if they have any queries regarding their appointment as proxies; or (b) may request their respective SRS Operators to appoint the Chairman of the Meeting as their proxy in respect of their Shares held by such SRS Operators to vote on their behalf at the EGM, in either case they should approach their respective SRS Operators at least seven (7) working days prior to the date of the EGM, i.e. by 29 April 2024.
- Shareholders (including SRS investors) can submit questions in advance of, or at the EGM. Shareholders (including SRS investors) can submit substantial and relevant questions related to the special resolution to be tabled for approval at the EGM to the Chairman of the Meeting, in advance of the EGM, in the following manner:
 - by post to the Share Registrar of the Company, **In.Corp Corporate Services Pte. Ltd., at 30 Cecil Street, #19-08 Prudential Tower, Singapore 049712**; or
 - if submit electronically, be submitted via email to shareregistry@incorp.asia.Shareholders who submit questions via email or by post must provide the Company with the following details:
 - the Shareholder's full name;
 - the Shareholder's address;
 - the Shareholder's contact number and/or email address; and
 - the manner in which the Shareholder holds shares in the Company (e.g., via CDP, SRS and/or scrip).
- All questions submitted in advance of the EGM via any of the channels as mentioned under note 4 above must be received by the Company by 5.00 p.m. on 25 April 2024 ("**Cut-off time**"). Shareholders (including SRS investors) and (where applicable) duly appointed proxy(ies) can also ask the Chairman of the Meeting substantial and relevant questions related to the special resolution to be tabled for approval at the EGM itself.
- The Company will address all substantial and relevant questions related to the special resolution to be tabled for approval at the EGM received from Shareholders by the Cut-off time, by publishing its responses to such questions on the SGXNet at the URL <https://www.sgx.com/securities/company-announcements> by 10.30 a.m. on 6 May 2024, i.e. forty-eight (48) hours prior to the deadline for the submission of instruments appointing a proxy(ies). The Company will also address any subsequent clarifications sought, or follow-up questions (which are related to the special resolution to be tabled for approval at the EGM) received after the Cut-off time which have not already been addressed prior to the EGM, as well as those substantial and relevant questions received at the EGM, at the EGM itself. **Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.**
- The Company will publish the minutes of the EGM on the SGXNet within one (1) month from the date of the EGM, and the minutes will include the responses to substantial and relevant questions from Shareholders which are addressed during the EGM.
- Except for a member who is a relevant intermediary as defined under Section 181(6) of the Companies Act, a member is normally entitled to appoint not more than two (2) proxies to participate and vote at the EGM. Where such member appoints more than one (1) proxy, the proportion of his concerned shareholding to be represented by each proxy shall be specified in the Proxy Form. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire number of Shares held by the member and any second named proxy as an alternate to the first named.
- Pursuant to Section 181(1C) of the Companies Act, any member who is a relevant intermediary is entitled to appoint more than two (2) proxies to participate in the EGM, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member. Where such member appoints more than two (2) proxies, the number and class of Shares in relation to which each proxy has been appointed shall be specified in the Proxy Form.
- Persons who hold the Shares through relevant intermediaries, other than SRS investors, and who wish to participate in the EGM by: (a) attending the EGM in person; (b) submitting questions to the Chairman of the Meeting in advance of, or at, the EGM; and/or (c) voting at the EGM (i) themselves personally or (ii) by appointing the Chairman of the Meeting as proxy in respect of their Shares held by such relevant intermediaries on their behalf, should contact the relevant intermediary through which they hold such Shares as soon as possible and in any event, at least seven (7) working days prior to the date of the EGM, i.e. by 29 April 2024 in order for the necessary arrangements to be made for their participation in the EGM.
- A proxy need not be a member of the Company.
- A member can appoint the Chairman of the Meeting as his/her/it proxy, but this is not mandatory. If a member wishes to appoint the Chairman of the Meeting as proxy, such member (whether individual or corporate) must give specific instructions as to voting for, voting against, or abstentions from voting on, each resolution in the instrument appointing the Chairman of the Meeting as proxy. If no specific direction as to voting is given or in the event of any other matter arising at the Meeting and at any adjournment thereof, the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.
- All voting will be carried out by way of a poll.
- The duly executed Proxy Form must be submitted to the Company in the following manner:
 - by post to the Share Registrar of the Company, **In.Corp Corporate Services Pte. Ltd., at 30 Cecil Street, #19-08 Prudential Tower, Singapore 049712**; or
 - if submit electronically, be submitted via email to shareregistry@incorp.asia, in any case no later than forty-eight (48) hours before the time and date fixed for the EGM, being 10.30 a.m. on 8 May 2024, and falling which, the Proxy Form will not be treated as valid.
- The instrument appointing a proxy(ies) must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy(ies) is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised. A copy of the power of attorney or such other authority must be submitted together with the instrument appointing a proxy(ies).
- The Company shall be entitled to reject the instrument appointing a proxy(ies) if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy(ies).
- Completion and submission of the instrument appointing a proxy(ies) by a Shareholder will not prevent him/her from attending, speaking and voting at the EGM if he/she so wishes. The appointment of the proxy(ies) for the EGM will be deemed to be revoked if the Shareholder attends the EGM in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the relevant instrument appointing a proxy(ies) to the EGM.
- A Depositor's name must appear in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore) maintained by The Central Depository (Pte) Limited not later than seventy-two (72) hours before the time set for the EGM for the Depositor to be entitled to attend, speak and vote at the EGM.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM 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 or service providers) for the purpose of the processing and administration by the Company (or its agents or service providers) of proxies and representatives appointed 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 (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 or service providers), 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 or service providers) 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.

Photographic, sound and/or video recordings of the EGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared for the EGM. Accordingly, the member's personal data and/or representative's personal data may be disclosed or transferred by the Company to its subsidiaries, its share registrar and/or other agents or bodies for any of the abovementioned purposes and retained for such period as may be necessary for the Company's verification and record purposes.

This notice has been prepared by 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 notice has not been examined or approved by the SGX-ST and the SGX-ST 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 Goh Mei Xian, Director, ZICO Capital Pte. Ltd. at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896, telephone (65) 6636 4201.