

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting ("**AGM**") of KITCHEN CULTURE HOLDINGS LTD. (the "**Company**") will be held by way of electronic means on Friday, 18 March 2022 at 11.00 a.m., for the following purposes:

## AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and Audited Financial Statements for the financial year ended 30 June 2021 together with the Independent Auditor's Report thereon. **(Resolution 1)**
2. To approve the payment of Directors' fees of S\$176,000 for the financial year ending 30 June 2022, payable quarterly in arrears (Financial year ended 30 June 2021: S\$142,000). **(Resolution 2)**
3. To approve the payment of Directors' fees of S\$88,000 for the half year ending 31 December 2022, payable quarterly in arrears. *(see explanatory note 1)* **(Resolution 3)**
4. To re-elect Mdm Hao Dongting, a Director retiring pursuant to Regulation 117 of the Company's Constitution. *(see explanatory note 2)* **(Resolution 4)**
5. To re-elect Mr Lincoln Teo Choong Han, a Director retiring pursuant to Regulation 117 of the Company's Constitution. *(see explanatory note 3)* **(Resolution 5)**
6. To re-elect Mr Ang Lian Kiat, a Director retiring pursuant to Regulation 117 of the Company's Constitution. *(see explanatory note 4)* **(Resolution 6)**
7. To re-elect Mr Yap Sze Hon, a Director retiring pursuant to Regulation 117 of the Company's Constitution. *(see explanatory note 5)* **(Resolution 7)**
8. To re-elect Mr William Teo Choon Kow, a Director retiring pursuant to Regulation 107 of the Company's Constitution. *(see explanatory note 6)* **(Resolution 8)**
9. To note that Nexia TS Public Accounting Corporation will not be seeking re-appointment as auditor of the Company. *(see explanatory note 7)*

## AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolution (with or without amendments) as Ordinary Resolution:

10. That pursuant to Section 161 of the Companies Act 1967 ("**Companies Act**") and Rule 806 of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") ("**Catalist Rules**"), the Directors be authorised and empowered 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) options, warrants, debentures or other instruments convertible into Shares,  
  
at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may at their absolute discretion deem fit; and
- (b) (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 while this Resolution was in force,

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provided that:

- (1) the aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) to be issued pursuant to this Resolution does not exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) to be issued other than on a pro rata basis to existing members of the Company does not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below);
- (2) (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 sub-paragraph (1) 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) at the time this Resolution is passed, after adjusting for:
  - (a) new Shares arising from the conversion or exercise of convertible securities;
  - (b) new Shares arising from exercising share options or vesting of share awards, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
  - (c) any subsequent bonus issue, consolidation or subdivision of Shares.

Adjustments in accordance with sub-paragraphs (2)(a) and (2)(b) above 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;

- (3) 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), the Companies Act and the Constitution for the time being of the Company; and
- (4) (unless revoked or varied by the Company at a general meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier.

*(see explanatory note 8)*

11. To transact any other business that may be properly transacted at an AGM.

BY ORDER OF THE BOARD

Wee Woon Hong  
Company Secretary

3 March 2022  
Singapore

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## Explanatory Notes:

1. Ordinary Resolution 3 proposed in item 3 above is to facilitate and ensure the timely payment of Directors' fees during the half year ending 31 December 2022 ("**HY2023**"), quarterly in arrears, notwithstanding the date on which the next AGM of the Company is held.  
  
The proposed fees have been calculated based on a pro-rated amount of the proposed Directors' fees under Ordinary Resolution 2, and is based on the assumption that all the present Directors will hold office until and during HY2023. Notwithstanding this Ordinary Resolution 3, the Board will seek shareholders' approval for the proposed aggregate amount of Directors' fees for the financial year ending 30 June 2023 at the next AGM of the Company.
2. Mdm Hao Dongting will, upon re-election as a Director, remain as the Non-Executive Chairperson of the Company. Please refer to the "Information on Directors seeking Re-election" section of the Annual Report of the Company for the detailed information required pursuant to Rule 720(5) of the Catalist Rules.
3. Mr Lincoln Teo Choong Han will, upon re-election as a Director, remain as the Executive Director and Interim Chief Executive Officer of the Company. Please refer to the "Information on Directors seeking Re-election" section of the Annual Report of the Company for the detailed information required pursuant to Rule 720(5) of the Catalist Rules.
4. Mr Ang Lian Kiat will, upon re-election as a Director, remain as an Independent Director, Chairman of the Nominating Committee ("**NC**"), and a member of the Audit and Risk Committee ("**ARC**") and Remuneration Committee ("**RC**") of the Company. He is considered independent for the purposes of Rule 704(7) of the Catalist Rules. Please refer to the "Information on Directors seeking Re-election" section of the Annual Report of the Company for the detailed information required pursuant to Rule 720(5) of the Catalist Rules.
5. Mr Yap Sze Hon will, upon re-election as a Director, remain as an Independent Director, Chairman of the RC, and a member of the ARC and NC of the Company. He is considered independent for the purposes of Rule 704(7) of the Catalist Rules. Please refer to the "Information on Directors seeking Re-election" section of the Annual Report of the Company for the detailed information required pursuant to Rule 720(5) of the Catalist Rules.
6. Mr William Teo Choon Kow will, upon re-election as a Director, remain as the Lead Independent Director, Chairman of the ARC, and a member of the NC and RC of the Company. He is considered independent for the purposes of Rule 704(7) of the Catalist Rules. Please refer to the "Information on Directors seeking Re-election" section of the Annual Report of the Company for the detailed information required pursuant to Rule 720(5) of the Catalist Rules.
7. Nexia TS Public Accounting Corporation has expressed that it will not be seeking re-appointment as auditor of the Company ("**Auditor**"). The Company is in the midst of identifying a suitable auditing firm and will make further announcement(s) when the new Auditor has been identified and convene an extraordinary general meeting to obtain shareholders' approval for the appointment of new Auditor in due course.
8. Ordinary Resolution 9 proposed in item 10 above, if passed, will empower the Directors, from the date of the AGM until the conclusion of the next AGM of the Company, the date by which the next AGM of the Company is required by law and the Catalist Rules to be held or the date on which such authority is varied or revoked by the Company at a general meeting, whichever is earliest, to issue Shares, make or grant Instruments convertible into Shares and to issue Shares pursuant to such Instruments, up to a number not exceeding, in total, 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings), of which up to 50% may be issued other than on a *pro rata* basis to existing members of the Company.

## Notes:

To minimise physical interactions and COVID-19 transmission risks, the AGM is being convened, and will be held, 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. The Company will not accept any physical attendance by members and any member seeking to attend the AGM physically in person will be turned away.

Printed copies of this notice and the accompanying Annual Report and Proxy Form will NOT be sent to members. Instead, these documents will be made available to members solely by electronic means via publication on the Company's website at the URL <https://www.kcholdings.com.sg/announcements> and on the SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.

Alternative arrangements relating to members' participation in the AGM are:

- (a) observing and/or listening to the AGM proceedings contemporaneously via a live webcast and live audio feed of the AGM proceedings ("**Live AGM Webcast**" and "**Live AGM Audio Feed**", respectively);
- (b) submitting questions in advance in relation to the resolutions set out in the Notice of AGM; and
- (c) appointing the Chairman of the AGM as proxy to attend and vote on their behalf at the AGM.

Members will be able to participate in the AGM in the manner set out in the paragraphs below.

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## **Live AGM Webcast and Live AGM Audio Feed:**

The Company is arranging for the Live AGM Webcast and the Live AGM Audio Feed which will take place on Friday, 18 March 2022 at 11.00 a.m. in place of the physical AGM. Members will be able to watch or listen to the AGM proceedings through the Live AGM Webcast or the Live AGM Audio Feed via mobile phone, tablet, computer or any such electronic device.

In order to do so, members, including investors who buy Shares using SRS monies ("**SRS Investors**") must pre-register online at the URL <https://conveneagm.com/sg/kitchenculture> by 11.00 a.m. on Wednesday, 16 March 2022 (the "**Registration Deadline**") (being not less than 48 hours before the time appointed for holding the AGM) to enable the Company to verify their members' status.

Following the verification and upon the closure of pre-registration, authenticated members will receive email instructions to access the Live AGM Webcast and the Live AGM Audio Feed of the AGM proceedings by 11.00 a.m. on 17 March 2022 (being 24 hours before the time appointed for the holding of the AGM).

Members are reminded that the AGM proceedings are private. Accordingly, members must not forward the abovementioned email instructions to other persons who are not members and who are not entitled to attend the AGM. This is also to avoid any technical disruptions or overload to the Live AGM Webcast and the Live AGM Audio Feed.

Members who register by the Registration Deadline but do not receive the abovementioned email instructions by 11.00 a.m. on 17 March 2022 may contact the Company's technical support by email at [support@conveneagm.com](mailto:support@conveneagm.com) for assistance, with the following details included:

- (i) member's full name;
- (ii) his/her/its identification/company registration number; and
- (iii) the manner in which the Shares are held (e.g. via CDP or SRS).

Persons who hold Shares of the Company through relevant intermediaries (as defined in Section 181 of the Companies Act) (excluding SRS Investors) and who wish to participate in the AGM should contact their respective relevant intermediaries 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.

## **Submission of Questions in Advance:**

Please note that members will not be able to raise questions at the AGM during the Live AGM Webcast or the Live AGM Audio Feed. Members may submit questions relating to the items on the resolutions set out in the Notice of AGM in advance:

- (a) by post to the registered office of the Company at 9 Raffles Place #52-02 Republic Plaza Singapore 048619;
- (b) by email to [Kch\\_agm\\_fy2021@khlmtg.com](mailto:Kch_agm_fy2021@khlmtg.com);
- (c) via the member's account following registration at URL <https://conveneagm.com/sg/kitchenculture>

All questions must be submitted by 6.00 p.m. on 10 March 2022 (the "**Cut-off Time**").

Members, including SRS Investors, who wish to submit their questions are required to indicate their full names (for individuals)/ company names (for corporates), NRIC/passport number/company registration numbers, contact numbers, shareholding types and number of Shares held together with their submission of questions.

Persons who hold Shares through relevant intermediaries (as defined in Section 181 of the Companies Act) (excluding SRS Investors) should contact their respective relevant intermediaries through which they hold such Shares to submit their questions related to the resolutions to be tabled for approval at the AGM based on the abovementioned instructions.

The responses to questions from members will be posted on the SGXNet and the Company's website soonest possible and in any case, not later than 48 hours before the closing date and time for the lodgement of proxy forms. Any subsequent clarifications sought by the members after the Cut-off Time will be addressed at the AGM. The minutes of the AGM will be published on the SGXNet and the Company's website within one (1) month after the date of the AGM.

## **Submission of Proxy Forms to Vote:**

Members will not be able to vote online or through the Live AGM Webcast or the Live AGM Audio Feed on the resolutions to be tabled for approval at the AGM. Members who wish to exercise their votes must submit a Proxy Form to appoint the Chairman of the AGM to cast votes on their behalf.

Members (whether individual or corporate) appointing the Chairman of the AGM as proxy must give specific instructions as to their manner of voting, or abstention from voting, in the Proxy Form, failing which the appointment will be treated as invalid.

The Chairman of the AGM, as proxy, need not be a member of the Company.

The Proxy Form must be signed by the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, it must be executed either under its common seal or signed by its attorney or officer duly authorised.

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The Proxy Form, duly executed together with the power of attorney or other authority, if any, under which the Proxy Form is signed or a notarially certified copy of that power of attorney or other authority (failing previous registration with the Company), must be submitted:

- (a) by post to the registered office of the Company at 9 Raffles Place #52-02 Republic Plaza Singapore 048619;
- (b) by email to [Kch\\_agm\\_fy2021@khlmktg.com](mailto:Kch_agm_fy2021@khlmktg.com);
- (c) via the member's account following registration at the URL <https://conveneagm.com/sg/kitchenculture>

in each case, not less than 48 hours before the time appointed for holding the AGM, i.e. by 11.00 a.m. on 16 March 2022. 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.

Persons who hold Shares through relevant intermediaries (as defined in Section 181 of the Companies Act), including SRS Investors, who wish to exercise their votes by appointing the Chairman of the AGM as proxy should approach their respective relevant intermediaries (which would include SRS Operators) through which they hold such Shares in order to submit their voting instructions at least seven (7) working days before the AGM (i.e. by 11.00 a.m. on 9 March 2022) in order to allow sufficient time for their respective relevant intermediaries to in turn submit a Proxy Form to appoint the Chairman of the AGM to vote on their behalf by 11.00 a.m. on 16 March 2022.

The Company shall be entitled to reject the Proxy Form appointing the Chairman of the AGM as proxy 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 Proxy Form appointing the Chairman of the AGM as proxy (such as in the case where the appointor submits more than one Proxy Form).

A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time appointed for holding the AGM in order for the Depositor to be entitled to attend and vote at the AGM.

**IMPORTANT NOTICE:** Due to the evolving COVID-19 situation in Singapore, the Company may change the AGM arrangements at short notice. The Company will announce any changes to the holding or conduct of the AGM via the SGXNet. Members are advised to check the SGXNet regularly for updates on the AGM.

## Personal Data Privacy:

By (a) submitting a form appointing the Chairman of the AGM as proxy to attend and vote at the AGM and/or any adjournment thereof, or (b) submitting details for the registration to observe the proceedings of the AGM via the Live AGM Webcast or the Live AGM Audio Feed, or (c) submitting any question prior to the AGM in accordance with this notice, 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 following purposes:

- (i) processing and administration by the Company (or its agents or service providers) of the appointment of the Chairman of the AGM as proxy for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof);
- (ii) processing of the registration for purpose of granting access to members (or their corporate representatives in the case of members which are legal entities) to observe the proceedings of the AGM and providing them with any technical assistance where necessary;
- (iii) addressing relevant and substantial questions from members received before the AGM and, if necessary, following up with the relevant members in relation to such questions; and
- (iv) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines by the relevant authorities.

The member's personal data and its proxy's 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.

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*This notice has been reviewed by the Company's sponsor, SAC Capital Private Limited (the "Sponsor"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (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. Lee Khai Yinn (Tel (65) 6232 3210), at 1 Robinson Road, #21-00 AIA Tower, Singapore 048542.*