



**LUXKING GROUP HOLDINGS LIMITED**  
(Incorporated in Bermuda)

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“**AGM**”) of Luxking Group Holdings Limited (the “**Company**”) will be held at Furama City Centre, Level 2, Heritage Room, 60 Eu Tong Sen Street, Singapore 059804 on Monday, 23 October 2023 at 9.00 a.m. for the following purposes:

**AS ORDINARY BUSINESS**

1. To receive and adopt the Directors’ Report and the Audited Financial Statements of the Company for the financial year ended 30 June 2023 together with the Independent Joint Auditor’s Report thereon.

**(Resolution 1)**
  
2. To re-elect the following Directors of the Company who retiring pursuant to Bye-law 86(1) of the Company’s Bye-Laws.

**(Resolution 2)**  
**(Resolution 3)**  
**(Resolution 4)**

Ms Leung Hi Man  
Mr Chng Hee Kok  
Mr Chan Wai Man

*[See Explanatory Note (i)]*
  
3. To approve the payment of Directors’ fees of S\$160,415 for the year ending 30 June 2024, to be paid quarterly in arrears. (FY2023: S\$160,415)

**(Resolution 5)**
  
4. To re-appoint Messrs BDO Limited, Certified Public Accountants, Hong Kong and BDO LLP, Public Accountants and Chartered Accountants, Singapore as the Company’s Auditors to act jointly and severally and to authorise the Directors to fix their remuneration.

**(Resolution 6)**
  
5. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

**AS SPECIAL BUSINESS**

To consider and if thought fit, to pass the following resolution as Ordinary Resolution, with or without any modifications:

**6. Authority to allot and issue shares up to 50 per centum (50%) of the issued shares**

That pursuant to Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), authority be given to the Directors of the Company to issue shares whether by way of rights, bonus or otherwise, and/or 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 convertible into shares at any time and upon such terms and conditions and for such purposes to such persons as the Directors of the Company may in their absolute discretion deem fit and (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 of the Company while this Resolution was in force, provided that:

- (a) the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (b) below), of which the aggregate number of shares to be issued other than on a pro rata basis to shareholders of the Company shall not exceed 20% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (b) below);
- (b) (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 (a) 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) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
  - (i) new shares arising from the conversion or exercise of any convertible securities;
  - (ii) new shares arising from exercise of share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution; and
  - (iii) any subsequent bonus issue, consolidation or subdivision of shares;
- (c) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Bye-Laws of the Company; and
- (d) unless revoked or varied by the Company in a general meeting, such authority 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 earlier.

*[See Explanatory Note (ii)]*

**(Resolution 7)**

By Order of the Board

Cheng Lisa  
Yoo Loo Ping  
Company Secretaries  
Singapore, 3 October 2023

**Explanatory Notes:**

- (i) Ms Leung Hi Man, if re-elected, will remain as an Executive Director and a member of the Nominating Committee of the Company.

Mr Chng Hee Kok, if re-elected, will remain as a Lead Independent Director, Chairman of the Audit Committee, and a member of the Remuneration Committee and Nominating Committee of the Company. He will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("**Listing Manual**").

Mr Chan Wai Man, if re-elected, will remain as an Independent Director, Chairman of the Remuneration Committee, and a member of the Audit Committee and Nominating Committee of the Company. He will be considered independent for the purposes of Rule 704(8) of the Listing Manual.

Their profiles can be found under the sections entitled "Board of Directors" and "Corporate Governance Report" of the Annual Report.

- (ii) The Ordinary Resolution 7 proposed in item 6 above, if passed, will empower the Directors of the Company, effective 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 or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, 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, 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to 20% may be issued other than on a pro rata basis to shareholders.

For determining the aggregate number of shares that may be issued, the total number of issued shares (excluding treasury shares and subsidiary holdings) will be calculated based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Ordinary Resolution is passed, after adjusting for new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time when this Ordinary Resolution is passed, and any subsequent bonus issue, consolidation or subdivision of shares.

#### **IMPORTANT NOTICE FOR SHAREHOLDERS:**

The Company's AGM is being convened, and will be held physically at Furama City Centre, Level 2, Heritage Room, 60 Eu Tong Sen Street, Singapore 059804. There will be no option for shareholders to participate virtually or by electronic means.

Annual Report 2023, Notice of AGM, Proxy Form and the Annual Report 2023 request form ("**Request Form**") have been made available on SGXNet and the Company's corporate website and may be accessed at the following URLs:

- (i) <https://www.sgx.com/securities/company-announcements>; or
- (ii) <http://www.newasiatapes.com/en/investor-relations/financial-report>

Printed copies of this Notice of AGM, Proxy Form and Request Form will be despatched to shareholders. The Notice of AGM will also be published on The Business times on 4 October 2023.

Shareholders who wish to receive a printed copy of the Annual Report 2023 may do so by completing the Request Form and sending it to the Company latest by 10 October 2023 through any of the following means:

- (i) Via email to [main@zicoholdings.com](mailto:main@zicoholdings.com); or
- (ii) In hard copy by sending personally or by post and lodging the same at the Company's Share Transfer Agent, B.A.C.S Private Limited, 77 Robinson Road #06-03, Robinson 77, Singapore 068896.

#### **Shareholders are strongly encouraged to send their completed Request Form electronically via email.**

Shareholders should take note of the following arrangements for the AGM:

##### **(a) Participation in the AGM**

Shareholders, including CPF and SRS investors, may participate in the AGM by:

- (i) Attending the AGM in person;
- (ii) Submitting questions in relation to any agenda item in this Notice of AGM in advance of, or at the AGM; and/or
- (iii) voting at the AGM by (i) themselves; or (ii) through duly appointed proxy(ies).

Details of the steps for registration, asking of questions and voting at the AGM by shareholders, are set out in notes (b) to (e) below.

##### **(b) Register in person to attend the AGM**

Shareholders, including CPF and SRS investors can attend the AGM in person.

To do so, they will need to register in person at the registration counter(s) outside the AGM venue on the day of the event. Please bring along your NRIC/passport to enable the Company to verify your identity. The Company reserves the right to refuse admittance to the AGM if the attendee's identity cannot be verified accurately.

For investors who hold shares through relevant intermediaries (as defined in Section 181 of the Companies Act 1967 of Singapore) (the "**Relevant Intermediary**"), please refer to note (e) for the procedures to attend and vote at the AGM.

##### **(c) Asking Questions**

Shareholders and Investors who have questions in relation to any agenda items in this Notice of AGM can ask questions during the AGM physically or can submit their questions to the Company in advance ("**Advanced Questions**"), by 10 October 2023, through any of the following means:

- (i) [via\\_email\\_to\\_office@luxkinggroup.com](mailto:via_email_to_office@luxkinggroup.com); or
- (ii) in hard copy by sending personally or by post to the Company's Share Transfer Agent, B.A.C.S Private Limited, 77 Robinson Road #06-03, Robinson 77, Singapore 068896.

Shareholders and/or Investors must identify themselves when posting questions through email or in hard copy by sending personally or by post, by providing the following details:

- (i) Full Name;
- (ii) Contact Telephone Number;

- (iii) Email Address; and
- (iv) The manner in which you hold shares (if you hold shares directly, please provide your CDP account number; otherwise, please state if you hold your shares through CPF or SRS, or are a relevant intermediary shareholder).

**Shareholders and/or Investors are strongly encouraged to submit their questions electronically via email.**

The Company will address all substantial and relevant Advanced Questions through announcement on the Company's corporate website at the URL <http://www.newasiatapes.com/en/investor-relations/financial-report> and on the SGX-ST website at the URL <https://www.sgx.com/securities/company-announcements> by **17 October 2023**.

Follow up questions which are submitted after 10 October 2023 will be consolidated and addressed either before the AGM via an announcement on SGXNet and the Company's website or at the AGM. The Company will publish the minutes of the AGM, which will include responses from the Board and management of the Company on the substantial and relevant questions received from Shareholders and Investors via an announcement on SGXNet and the Company's website within one (1) month after the AGM.

**(d) Voting at the AGM**

*For investors who hold shares through relevant intermediaries (including CPF/SRS investors) please refer to note (e) for the procedures to vote at the AGM.*

Shareholders will be able to vote at the AGM in person, or by appointing proxy(ies) to vote on their behalf.

Duly completed Proxy Forms, together with the power of attorney or other authority under which it is signed (if applicable) or a notarially certified copy thereof, must be submitted through any of the following means not later than **20 October 2023 (Friday), 9.00 a.m.** (being no later than 72 hours before the time appointed for holding the AGM) and in default the proxy form shall not be treated as valid:

- a) if sent personally or by post, be lodged at the Company's Share Transfer Agent, B.A.C.S Private Limited, 77 Robinson Road #06-03, Robinson 77, Singapore 068896.; or
- b) if submitted by email, be received by the Company at [main@zicoholdings.com](mailto:main@zicoholdings.com).

The Proxy Form (including Depositor Proxy Form) are also made available on the SGXNet and on the Company's corporate website, <http://www.newasiatapes.com/en/investor-relations/financial-report>.

Please refer to the detailed instructions set out in the Proxy Form.

**(e) Voting at the AGM by Relevant Intermediary Investors (including CPF/SRS Investors)**

The Depositor Proxy Form is not valid for use by investors holding shares through Relevant Intermediary (including CPF/SRS Investors) and shall be ineffective for all intents and purposes if used or purported to be used by them.

Investors holding shares through Relevant Intermediary (other than CPF/SRS Investors) who wish to appoint proxy(ies) should approach their Relevant Intermediary as soon as possible to submit their votes.

CPF/SRS investors who wish to appoint proxy(ies) to vote at the AGM, they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 11 October 2023, being at least seven (7) working days before the AGM, in order to allow sufficient time for their respective relevant intermediaries to in turn submit a Proxy Form to appoint the proxy(ies) to vote on their behalf.

**Personal Data Privacy:**

By submitting an instrument appointing 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) 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.