

CHINA KUNDA TECHNOLOGY HOLDINGS LIMITED
(Company Registration No. 200712727W)
Incorporated in the Republic of Singapore

MINUTES OF ANNUAL GENERAL MEETING

PLACE : 4 Shenton Way, #17-01 SGX Centre 2, Singapore 068807
DATE : 28 July 2023
TIME : 9.00 a.m.
PRESENT : As per the Attendance List
CHAIRMAN OF THE MEETING : Mr Cai Kaoqun

A. QUORUM

It was noted that the number of members present was sufficient to form a quorum.

There being a quorum present, the Chairman called the Annual General Meeting (“AGM”) to order at 9.00 a.m.

B. NOTICE OF CONVENING THE MEETING

The Notice convening the AGM, having been circulated to shareholders by publication on the SGXNET website and the Company’s corporate website on 13 June 2023, was taken as read.

C. VOTING BY WAY OF POLL

The Chairman informed the Shareholders that pursuant to the Company’s Constitution, all resolutions at the AGM shall be voted by poll as required by the Listing Manual (Section B: Rules of Catalist) of the Singapore Exchange Securities Trading Limited (the “**Catalist Rules**”). Polls will be conducted at the end of the AGM after any further questions on the motions have been addressed and all motions have been proposed and seconded.

D. QUERIES RECEIVED

The Chairman informed that there were no questions received from shareholders by the stipulated deadline.

E. ORDINARY BUSINESS

Resolution 1: Receipt and adoption of the Audited Accounts for the financial year ended 31 March 2023 (“FY2023”) together with the Directors’ Report and Independent Auditors’ Report

It was proposed:

“That the audited accounts for the financial year ended 31 March 2023 (“FY2023”) together with the Directors’ Report and Independent Auditors’ Report, be received and adopted.”

The motion was duly seconded and would be put to vote by poll at the end of the AGM.

Resolution 2: Approval for payment of Directors' fees of S\$140,000 for the financial year ended 31 March 2023.

The Directors had recommended the payment of a sum of up to S\$140,000 as Directors' fees for the financial year ending 31 March 2023.

It was proposed:

"That the payment of Directors' fee of a sum up to S\$140,000 for the financial year ended 31 March 2023 be approved."

The motion was duly seconded and would be put to vote by poll at the end of the AGM.

Resolution 3: Re-election of Mr Cai Kaoqun as a Director

Mr Cai Kaoqun was retiring as Director of the Company pursuant to Regulation 107 of the Company's Constitution and had signified his consent to continue in office.

It was proposed:

"That Mr Cai Kaoqun be re-elected as a Director of the Company."

The motion was duly seconded and would be put to vote by poll at the end of the AGM.

Resolution 4: Re-election of Mr Hau Khee Wee as a Director

Mr Hau Hwee Wee was retiring as Director of the Company pursuant to Regulation 107 of the Company's Constitution and had signified his consent to continue in office. Upon re-election as a Director of the Company, Mr Hau Khee Wee will remain as the Chairman of the Audit Committee and a member of the Nominating Committee and Remuneration Committee of the Company and will be considered as independent for the purposes of Rule 704(7) of the Catalyst Rules.

It was proposed:

"That Mr Hau Khee Wee be re-elected as a Director of the Company."

The motion was duly seconded and would be put to vote by poll at the end of the AGM.

Resolution 5: Re-appointment of Messrs Ernst & Young LLP as the Company's Auditors and authorisation of the directors to fix their remuneration

The Audit Committee had recommended to the Board of Directors that Messrs Ernst & Young LLP be re-appointed as the Auditors of the Company. Messrs Ernst & Young LLP, who are the Auditors of the Company, have expressed their willingness to continue in office.

It was proposed:

"That Messrs Ernst & Young be re-appointed as the Company's Auditors, and that the Directors be authorised to fix their remuneration."

The motion was duly seconded and would be put to vote by poll at the end of the AGM.

As no notice of any other ordinary business had been received by the Secretary, the Chairman proceeded to deal with the Special Business of the AGM.

F. SPECIAL BUSINESS

Resolution 6: Authority to allot and issue shares in the capital of the Company

It was proposed:

“That pursuant to Section 161 of the Companies Act 1967 (the “**Act**”) and Rule 806 of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) Listing Manual Section B: Rules of Catalist (“**Catalist Rules**”), the Directors be and are hereby 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 in 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,

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 shall not exceed one hundred per cent (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 to be issued other than on a pro-rata basis to existing shareholders of the Company shall not exceed fifty per cent (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 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 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 and subsidiary holdings) at the time of the passing of this resolution, after adjusting for:
 - (a) new Shares arising from the conversion or exercise of any Instruments or any convertible securities;
 - (b) new Shares arising from exercising of share options or vesting of share awards, provided that the share options or share awards (as the case may be) 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-paragraph (2)(a) or (2)(b) 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), all applicable legal requirements under the Act and the Company's Constitution for the time being; and
- (4) 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."

The motion was duly seconded and would be put to vote by poll at the end of the AGM.

G. RESULTS OF POLL

Boardroom Corporate & Advisory Services Pte. Ltd. had been appointed as the polling agent and Harry Elias Partnership LLP had been appointed as the scrutineer for all polls conducted for the AGM. The voting slips were then collected from the shareholders and proxies for counting and verification.

The results of the poll on each of the resolutions proposed at the AGM are set out below:

	For	Against
Ordinary Business		
Resolution 1		
Adoption of the Audited Financial Statements for the financial year ended 31 March 2023 together with the Reports of the Directors and Auditors, and the Statement of Directors	156,177,000 99.99%	20,400 0.01%
Resolution 2		
Payment of Directors' Fees amounting to S\$140,000 for the financial year ended 31 March 2023	156,137,000 99.96%	60,400 0.04%
Resolution 3		
Re-election of Mr Cai Kaoqun as a Director of the Company	156,177,000 99.99%	20,400 0.01%
Resolution 4		
Re-election of Mr Hau Khee Wee as a Director of the Company	156,177,000 99.99%	20,400 0.01%
Resolution 5		
Re-appointment of Messrs Ernst & Young LLP as the Company's Auditors and to authorise the Directors to fix their remuneration	156,177,000 99.99%	20,400 0.01%

Resolution 6	156,177, 000	20,400
Authority to allot and issue shares in the capital of the Company	99.99%	0.01%

As all the votes were cast in favour of each resolution, the Chairman declared all resolutions proposed at the AGM passed.

H. CONCLUSION

There being no further business to transact, the AGM ended at 9.41 a.m. with a vote of thanks from the Chairman.

Confirmed as True Record of Proceedings Held

Mr Cai Kaoqun
Chairman of the Annual General Meeting

This announcement has been reviewed by the Company's Sponsor, PrimePartners Corporate Finance Pte. Ltd. (the "Sponsor"). It 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 document, including the correctness of any of the statements or opinions made or reports contained in this document.

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