



KITCHEN CULTURE HOLDINGS LTD.

(Company Registration No: 201107179D)

(Incorporated in the Republic of Singapore on 25 March 2011)

[IMPORTANT] REMINDER ON DEFECTIVE NOTIFICATION BY SOME SHAREHOLDERS INTENDING TO CONVENE AN EXTRAORDINARY GENERAL MEETING (“EGM”) PURSUANT TO SECTION 177 OF THE COMPANIES ACT 1967

The Board of Directors (the “**Board**”) of Kitchen Culture Holdings Ltd. (the “**Company**” and together with its subsidiaries, the “**Group**”) refers to:

- the announcement dated 30 September 2022 (the “**30 September 2022 Announcement**”) in relation to a letter received by the Company dated 30 September 2022 (the “**30 September 2022 Letter**”) from Lin Xiao Long, Ling Chui Chui, OOWAY Group Ltd., Koh Cher Chow, Koh Ngin Joo, Lim Cheng Huat, Chew Yu Sheng and Soh Koon Eng (collectively, the “**Relevant Shareholders**”) in their capacity as members of the Company;
- the announcements dated 14 October 2022, 20 October 2022 and 21 October 2022 providing further updates on the events and various emails and letters between the Company and Relevant Shareholders in relation to the EGM and the purported notices issued by the Relevant Shareholders (the “**Purported Notices of EGM**”) in relation to the EGM;
- the announcement dated 25 October 2022 updating, among other things, that the Purported Notices of EGM are defective and that the attempted holding of the EGM, as well as any resolutions passed during any EGM convened on the basis of the defective Purported Notices of EGM would be invalid (the “**25 October 2022 Announcement**”).

Unless otherwise specified, all capitalised terms shall have the same meanings ascribed to them in the abovementioned announcements.

The Board has been made aware of a press release issued by the Relevant Shareholders and published by ACN Newswire on 24 October 2022 titled “*Kitchen Culture’s Extraordinary General Meeting (EGM) on 1 November 2022 To Proceed as Planned*”. That press release displayed the intention of the Relevant Shareholders to “*proceed*” with the intended EGM. The reasons given by the Relevant Shareholders, as stated that press release, contradict the legal principles pertaining to general meetings of the Company as advised by both the 2 qualified and reputable Singapore law firms the Company had consulted. The legal principles (in relation to the Purported Notices of EGM and the intended EGM) cited in the Relevant Shareholders’ press release appear to be erroneous. The Relevant Shareholders did not mention, and presumably had not taken, any legal opinion or advice of any Singapore law firm. As such, the Purported Notices of EGM as well as any resolution purported to be passed if such invalid EGM was to “*proceed*”, will be invalid.

The Board, with the exception of Mdm Hao Dongting (“**Mdm Hao**”), wishes to reiterate and clarify that, as stated in the 25 October 2022 Announcement:

- the Purported Notices of EGM are **defective** and that the attempted holding of the EGM, as well as any resolutions passed during any EGM convened on the basis of the defective Purported Notices of EGM would be **invalid**;
- the Company will not be publishing as an announcement the Purported Notices of EGM or the purported Proxy Form which was referred to in the Purported Notices of EGM;
- the Company cannot proceed and will not be proceeding with the intended EGM purportedly called for by the Relevant Shareholders;
- following from the defective Purported Notices of EGM and the invalidity of the intended EGM as well as any resolutions passed during the intended EGM (should the Relevant Shareholders attempt to proceed with the meeting despite such invalidity), any Proxy Form attempted to be submitted or used in relation to the intended EGM will also be invalid and any vote purportedly cast under such Proxy Form will also be invalid;
- **the Company advises shareholders not to attend the intended EGM purportedly called for on 1 November 2022; and**
- **the Company also advises shareholders not to fill up, complete, sign or submit any Proxy Form which is purportedly for the purpose of the invalid intended EGM; in addition, shareholders should bear in mind that any such Proxy Form which is sought to be used in relation to the invalid intended EGM is likely to cause or contribute further to the confusion arising from the press release of the Relevant Shareholders mentioned above. Therefore, the use of any such Proxy Form would not be in the interest of the Company and the general body of shareholders of the Company.**

As mentioned in the 25 October 2022 Announcement, the Board, with the exception of Mdm Hao, regrets that the actions of the Relevant Shareholders have continued to cause significant confusion among the general body of shareholders.

The Board will provide updates to shareholders, as necessary, as and when there are material developments on this matter.

The shares in the Company have been suspended from trading on the Singapore Exchange Securities Trading Limited since 12 July 2021.

Shareholders are advised to read this announcement and any further announcements by the Company carefully. Shareholders are advised to refrain from taking any action in respect of their securities in the Company which may be prejudicial to their interests, and to exercise caution when dealing in the securities of the Company. In the event of any doubt, Shareholders should consult their stockbrokers, bank managers, solicitors, accountants or other professional advisers.

By Order of the Board

William Teo Choon Kow
Lead Independent Director
27 October 2022

This announcement 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 announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.

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