

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting (“AGM”) of **China Kunda Technology Holdings Ltd** (the “Company”) will be held at SGX Centre 2, #17-01, 4 Shenton Way, Singapore 068807 on Tuesday, 26th day of July 2016 at 9.30 a.m. for the following purposes:-

AS ORDINARY BUSINESS

1. To receive and, if approved, adopt the Audited Accounts for the financial year ended 31 March 2016 together with the Directors' Statement and Independent Auditor's Report thereon. **Resolution 1**
2. To approve the payment of Directors' Fees of S\$205,000 for the financial year ended 31 March 2016 (2015: S\$136,667). **Resolution 2**
3. To re-elect Mr Cai Kaoqun who is retiring under Regulation 107 of the Constitution, as Director of the Company. **Resolution 3**
[See Explanatory Note (i)]
4. To re-elect Mr Li Zhiqiang who is retiring under Regulation 107 of the Constitution, as Director of the Company. **Resolution 4**
[See Explanatory Note (ii)]
5. To re-appoint Ernst & Young LLP, as the Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 5**
6. To transact any other ordinary business which may be properly transacted at an annual general meeting.

AS SPECIAL BUSINESS

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

7. General mandate to allot and issue new shares in the capital of the Company

That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore (the “Act”), the Constitution of the Company and Rule 806 of the Listing Manual Section B: Rules of Catalyst of the Singapore Exchange Securities Trading Limited (the “SGX-ST”) (“Catalist Rules”), authority be and is hereby given to the Directors of the Company 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) warrants, debentures or other instruments convertible or exchangeable 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 been 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:-
 - (i) 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 one hundred percent (100%) of the total number of issued Shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of Shares to be issued other than on a *pro-rata* basis to existing shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty percent (50%) of the total issued Shares (excluding treasury shares) (as calculated in accordance with sub-paragraph (ii) below); and
 - (ii) (subject to such manner of calculation may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (i) above, the percentage of issued Shares (excluding treasury shares) shall be based on the total number of issued Shares (excluding treasury shares) at the time this Resolution is passed after adjusting for:
 - (1) new Shares arising from the conversion or exercise of the Instruments or any convertible securities;
 - (2) new Shares arising from the exercise of share options or vesting of share awards outstanding and/or subsisting at the time of passing this Resolution, 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 Catalyst Rules; and
 - (3) any subsequent bonus issue, consolidation or subdivision of Shares.
 - (iii) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalyst 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 Constitution for the time being of the Company; and
 - (iv) (unless revoked or varied by the Company in 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.
[See Explanatory Note (iii)]

Resolution 6

BY ORDER OF THE BOARD

ONG WEI JIN
COMPANY SECRETARY
11 JULY 2016
SINGAPORE

Explanatory Notes:

- (i) Mr Cai Kaoqun, upon re-election as a Director of the Company, will remain as the Executive Director of the Company.
- (ii) Mr Li Zhiqiang, upon re-election as a Director of the Company, will remain as a member of the Remuneration Committee and the Audit Committee, and will be considered independent for purposes of Rule 704(7) of the Catalyst Rules.
- (iii) Resolution 6 proposed in item 7 above, if passed, will empower the Directors from the date of the AGM until (a) the conclusion of the next annual general meeting of the Company, or (b) the date by which the next annual general meeting of the Company is required by law to be held, or (c) the date on which such authority is varied or revoked by the Company in a general meeting, whichever is the 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 one hundred percent (100%) of the issued share capital of the Company (excluding treasury shares), of which up to fifty percent (50%) may be issued other than on a *pro-rata* basis to existing shareholders of the Company.

Notes:-

- (1) (a) A member of the Company who is entitled to attend, speak and vote at the AGM and who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote in his stead. Where such member appoints more than one (1) proxy, he/she shall specify the proportion of his/her shareholding to be represented by each proxy. A proxy need not be a member of the Company.
(b) A member of the Company who is entitled to attend and vote at the AGM and who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote in his stead. Where such member appoints more than one (1) proxy, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

“Relevant intermediary” has the meaning ascribed to it in Section 181(6) of the Companies Act (Chapter 50) of Singapore.

- (2) The instrument appointing a proxy must be under the hand of the appointer or his attorney duly authorised in writing. If the appointer is a corporation, the proxy must be executed under seal or the hand of its duly authorised officer or authority. A member of the Company, which is a corporation, is entitled to appoint its authorised representative or proxy to vote on its behalf.
- (3) The instrument or form appointing a proxy, duly executed, must be deposited at the registered office of the Company at 4 Shenton Way, SGX Centre 2 #17-01, Singapore 068807, not less than 48 hours before the time fixed for holding the AGM in order for the proxy to be entitled to attend, speak and vote at the AGM.
- (4) A Depositor's name must appear in the Depository Register maintained by The Central Depository (Pte) Limited at least 72 hours before the time fixed for the holding of the AGM or any postponement or adjournment thereof, in order for the Depositor to attend and vote at the AGM.

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 postponement or 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, administration and analysis by the Company (or its agents or service providers) 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 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.