

**KITCHEN CULTURE HOLDINGS LTD.**

(Company Registration Number: 201107179D)  
(Incorporated in the Republic of Singapore)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (“EGM”) of **KITCHEN CULTURE HOLDINGS LTD.** (the “Company”) will be held at 25 New Industrial Road, #02-01 KHL Industrial Building, Singapore 536211 on 9 March 2017 at 2.00 p.m. for the purpose of considering and, if thought fit, passing with or without modifications, the resolution as set out below:

**ORDINARY RESOLUTION: PROPOSED CHANGE OF AUDITORS**

That:

- (a) the resignation of KPMG LLP (“KPMG”) as auditors of the Company be and is hereby noted and that Nexia TS Public Accounting Corporation (“Nexia TS”), having consented to act, be and is hereby appointed as auditors of the Company in place of KPMG, to hold office until the conclusion of the next annual general meeting of the Company at a fee and on such terms as may be agreed by the directors of the Company with Nexia TS (“Proposed Change of Auditors”); and
- (b) the directors of the Company and any one of them be and are hereby authorised and empowered to approve and complete and do all such acts and things (including to approve, modify, ratify, sign, seal, execute and deliver all such documents as may be required) as they or he may consider expedient, desirable, necessary or in the interests of the Company to give effect to the Proposed Change of Auditors and/or this Resolution.

**Notes to the Resolution:**

In accordance with the requirements of Rule 712(3) of Section B: Rules of Catalist of the listing manual of the Singapore Exchange Securities Trading Limited (the “Catalist Rules”):

- (1) KPMG has confirmed by way of a letter to Nexia TS dated 31 January 2017 that it is not aware of any professional reasons why Nexia TS should not accept appointment as new auditors of the Company;
- (2) the Company confirms that there were no disagreements with KPMG on accounting treatments within the last 12 months up to the date of their resignation, being 10 January 2017;
- (3) the Company confirms that it is not aware of any circumstances connected with the Proposed Change of Auditors that should be brought to the attention of the shareholders of the Company which has not been disclosed in the circular to shareholders dated 22 February 2017 (the “Circular”);
- (4) the Company confirms that the specific reasons for the Proposed Change of Auditors are disclosed in Paragraph 2.1 of the Circular. The Proposed Change of Auditors is neither due to the dismissal of KPMG nor KPMG declining to continue to serve as auditors of the Company; and
- (5) the Company confirms that it is in compliance with Rules 712 and 715 of the Catalist Rules in relation to the appointment of Nexia TS as new auditors of the Company.

BY ORDER OF THE BOARD

LIM WEE LI  
Executive Chairman and Chief Executive Officer

22 February 2017  
Singapore

**Notes:**

- (1) (a) A shareholder of the Company entitled to attend and vote at the EGM and who is not a relevant intermediary may appoint not more than two proxies to attend and vote in his/her stead.
- (b) A shareholder of the Company entitled to attend and vote at the EGM and who is a relevant intermediary may appoint more than two proxies provided that each proxy is appointed to exercise the rights attached to different shares held by the shareholder.

“Relevant intermediary” has the meaning ascribed to it in Section 181 of the Companies Act, Chapter 50.

- (2) A proxy need not be a shareholder of the Company.
- (3) If a proxy is to be appointed, the instrument appointing a proxy must be duly deposited at the registered office of the Company at 25 New Industrial Road, #02-01 KHL Industrial Building, Singapore 536211 not later than 48 hours before the time appointed for the holding of the EGM.
- (4) The instrument appointing a proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.
- (5) A Depositor’s name must appear on the Depository Register maintained by the Central Depository (Pte) Limited as at 72 hours before the time fixed for holding the EGM in order for the Depositor to be entitled to attend and vote at the EGM.

**Personal Data Privacy:**

“Personal data” in this notice of EGM has the same meaning as “personal data” in the Personal Data Protection Act 2012, which includes your name and your proxy’s and/or representative’s name, address and NRIC/Passport number. By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a shareholder of the Company (i) consents to the collection, use and disclosure of the shareholder’s and its proxy(ies)’s or representative(s)’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 EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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 shareholder discloses the personal data of the shareholder’s proxy(ies) and/or representative(s) to the Company (or its agents), the shareholder has obtained the prior express 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; (iii) undertakes that the shareholder will only use the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (iv) agrees that the shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder’s breach of warranty. Your personal data and your 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 Purposes, and retained for such period as may be necessary for the Company’s verification and record purposes.

This notice has been prepared by the Company and its contents have been reviewed by the Company’s sponsor (“Sponsor”), SAC Advisors Private Limited, for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (“SGX-ST”).

The Sponsor has not independently verified the contents of this notice. This notice has not been examined or approved by 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 (telephone no.: (65) 6532 3829), at 1 Robinson Road, #21-02 AIA Tower, Singapore 048542. SAC Capital Private Limited is the parent company of SAC Advisors Private Limited.