

## KOYO INTERNATIONAL LIMITED

(Company Registration No. 200100075E)  
(Incorporated in Singapore)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (“**EGM**”) of Koyo International Limited (the “**Company**”) will be held on Tuesday, 27 April 2021 at 2:30 p.m. (or immediately following the conclusion of the annual general meeting of the Company, whichever is earlier) by electronic means for the purpose of considering and, if thought fit, passing with or without any modifications the following resolutions:–

#### **ORDINARY RESOLUTION 1: THE PROPOSED GEOGRAPHICAL EXPANSION OF THE GROUP**

That:–

- (a) approval be and is hereby given for the expansion of the Group’s businesses internationally, as described in Section 2 of the Company’s circular to the shareholders dated 12 April 2021 (“**Circular**”) (the “**Proposed Geographical Expansion of the Group**”), and all other businesses and activities related to the Proposed Geographical Expansion of the Group;
- (b) subject to compliance with the Singapore Exchange Securities Trading Limited Listing Manual Section B: Rules of Catalist (“**Catalist Rules**”) requiring approval from shareholders in certain circumstances, the Company (directly and/or through its subsidiaries) be and is hereby authorised to invest in, purchase or otherwise acquire or dispose of from time to time, any such assets, businesses, investments and shares/interests in any entity that is related to the Proposed Geographical Expansion, on such terms and conditions as the Directors deem fit, and such Directors be and are hereby authorised to take such steps and exercise such discretion and do all such acts and things as they deem desirable, necessary or expedient to give effect to any such investment, purchase, acquisition or disposal; and
- (c) the Directors or any of them be and are hereby authorised to complete and do all acts and things as they or each of them deem desirable, necessary or expedient to give effect to the matters contemplated by this resolution as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Company.

#### **ORDINARY RESOLUTION 2: THE PROPOSED BUSINESS OF INVESTMENTS**

That:–

- (a) approval be and is hereby given for the proposed diversification of the Group’s existing core businesses to include the Proposed Business of Investments as described in Section 2 of the Company’s Circular to the shareholders dated 12 April 2021 (the “**Proposed Business of Investments**”), and all other businesses and activities related to the Proposed Business of Investments;
- (b) subject to compliance with the Catalist Rules requiring approval from shareholders in certain circumstances, the Company (directly and/or through its subsidiaries) be and is hereby authorised to invest in, purchase or otherwise acquire or dispose of from time to time, any such assets, businesses, investments and shares/interests in any entity that is related to the Proposed Business of Investments, on such terms and conditions as the Directors deem fit, and such Directors be and are hereby authorised to take such steps and exercise such discretion and do all such acts and things as they deem desirable, necessary or expedient to give effect to any such investment, purchase, acquisition or disposal; and

- (c) the Directors or any of them be and are hereby authorised to complete and do all acts and things as they or each of them deem desirable, necessary or expedient to give effect to the matters contemplated by this resolution as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Company.

BY ORDER OF THE BOARD

Shirley Tan Sey Liy  
Company Secretary  
12 April 2021

**Notes:**

**General**

1. The Extraordinary General Meeting (“**EGM**”) is being convened, and will be held, by electronic means pursuant to the Additional Guidance on the Conduct of General Meetings During Elevated Safe Distancing Period and checklist jointly issued by the Accounting and Corporate Regulatory Authority, the Monetary Authority of Singapore and Singapore Exchange Regulation on 13 April 2020, which are based on the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 and the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) (Amendment No. 2) Order 2020.
2. Alternative arrangements relating to attendance at the EGM via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the EGM in advance of the EGM, addressing of substantial and relevant questions relating to the resolutions to be tabled for approval prior to or at the EGM and voting by appointing the Chairman of the EGM as proxy at the EGM, are set out in the Circular. Shareholders are advised to refer to Section 6 of the Circular for the steps to be taken by members to participate at the EGM.

**Participation in the EGM proceedings via live webcast or live audio feed**

**A. Voting by proxy**

3. **Due to the current Covid-19 restriction orders in Singapore, a member will not be able to attend the EGM in person. A member (whether individual or corporate) must appoint the Chairman of the EGM as his/her/its proxy to vote on his/her/its behalf at the EGM if such member wishes to exercise his/her/its voting rights at the EGM.** Where a member (whether individual or corporate) appoints the Chairman of the EGM as proxy, he/she/it must give specific instructions as his/her/its manner of voting, or abstentions from voting, in respect of a resolution in the proxy form.
4. The Chairman of the EGM, as proxy, need not be a member of the Company.
5. The instrument appointing the Chairman of the EGM as proxy must be submitted to the Company in the following manner:
  - (a) if submitted by post, be lodged at the registered office of the Company, at 53 Ubi Avenue 3 #02-01, Singapore 408863, not less than 72 hours before the time appointed for the EGM; or
  - (b) if submitted electronically, be submitted via email to the Company, at mail@koyointernational.com; or
  - (c) Via the following URL: koyointlagmegm2021.investor.exchange (“**Koyo EGM Website**”) download the Proxy Form and submitted the duly signed Proxy Form to the Company via email at mail@koyointernational.com

**in either case, by no later than 2.30 p.m. on 24 April 2021, being at least seventy-two (72) hours before the time appointed for holding the EGM.**

6. In the case of submission of the Proxy Form other than via the Koyo EGM Website, a member who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

**In view of the current Covid-19 situation and the related safe distancing measures which may make it difficult for members to submit the completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.**

7. An investor who holds shares under the SRS/CPF Investor Schemes and wishes to vote, should approach their respective SRS/CPF Operators to submit their votes to appoint the Chairman of the Meeting as their proxy, at least 7 working days (by 16 April 2021 at 2.30 p.m.) before the date of the EGM.

**B. Registration for the live webcast**

8. Shareholders will be able to watch the EGM proceedings through a live webcast via their mobile phones, tablets or computers or listen to the EGM proceedings through a live web audio-only access (“**Live Webcast**”).

Shareholders who wish to attend the EGM via live webcast are required to pre-register at the following website:

<https://koyointlagmegm2021.investor.exchange>

**by 2:30 p.m. on 24 April 2021** (the “**Registration Deadline**”),

to enable the Company to verify their status as Shareholders. Following the verification, authenticated Shareholders will receive an email on their authentication status and will be able to access the Live Webcast using the account created. Please do not disclose your ID or password details to persons who are not entitled to attend the EGM. Your presence via webcast shall be taken as attendance at the EGM.

Shareholders (including SRS/CPF shareholders) who have registered by the Registration Deadline but do not receive an email by **2.30 p.m. on 26 April 2021** should contact the Company for assistance via email to [mail@koyointernational.com](mailto:mail@koyointernational.com), with the following details included: (1) the member’s full name; and (2) his/her/its identification/registration number.

Non-SRS holders whose shares are registered under Depository Agents (“**DAs**”) must **also** contact their respective DAs to indicate their interest in order for their respective DAs to make the necessary arrangements for them to participate in the Live Webcast of the EGM proceedings.

**C. Submission of Questions**

9. Shareholders who pre-register to watch the live webcast or listen to the web audio-only may also submit their questions in advance relating to the resolutions to be tabled for approval at the EGM, through any one of the following means:

(a) via the Koyo EGM Website; or

(b) in physical copy by depositing the same at the registered office of the Company at 53 Ubi Avenue 3 #02-01, Singapore 408863; or

(c) by email to [mail@koyointernational.com](mailto:mail@koyointernational.com),

**no later than 2:30 p.m. on 19 April 2021.**

Please note that Shareholders will **not** be able to ask questions “live” during the live webcast. It is therefore important for Shareholders to pre- register their participation and submit their questions early.

The Company will endeavour to address all relevant and substantial questions (as may be determined by the Company in its sole discretion) relating to the resolutions to be tabled and for approval at the EGM prior to or at the EGM. The responses to these questions will be published as soon as possible before the EGM via SGXNET and the Company’s website or if answered during the EGM, will include in the minutes of the EGM which shall be published on the SGXNET and the Company’s website within one month after the date of the EGM.

10. The Circular may be accessed at the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

**PERSONAL DATA PRIVACY:**

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 member of the Company 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 representative appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines.