



JEWELLERY GROUP

SK JEWELLERY GROUP LIMITED

Company Registration No.: 201214694Z
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “AGM”) of SK Jewellery Group Limited (the “Company”) will be held by way of electronic means on Friday, 26 June 2020 at 10.00 a.m. to transact the following business:

ORDINARY BUSINESS

- To receive and consider the Directors’ Report and the Audited Financial Statements of the Company for the financial year ended 31 December 2019 (“FY2019”) together with the Independent Auditors’ Report thereon. Resolution 1
- To re-elect Mr. Cheng Leung Ho who is retiring in accordance with Article 88 of the Constitution of the Company (“Constitution”), as a director of the Company (“Director”). [Mr. Cheng Leung Ho shall, upon re-election as a Director, remain as a member of the Audit Committee, Nominating Committee and Remuneration Committee of the Company. Mr. Cheng Leung Ho shall be considered independent for the purpose of Rule 704(7) of the Singapore Exchange Securities Trading Limited (“SGX-ST”) Listing Manual Section B: Rules of Catalyst (“Catalist Rules”)] Resolution 2
- To re-elect Dato’ Sri Dr. Lim Yong Guan who is retiring in accordance with Article 89 of the Constitution, as a Director. Resolution 3
- To re-elect Mdm. Lim Liang Eng who is retiring in accordance with Article 89 of the Constitution, as a Director. Resolution 4
The information of the above-mentioned Directors as required under Rule 720(5) of the Catalist Rules can be found under the section entitled “Corporate Governance Report” in the Annual Report 2019.
- To approve the Directors’ fees of S\$490,000 for the financial year ending 31 December 2020, payable quarterly in arrears. Resolution 5
- To re-appoint Messrs RSM Chio Lim LLP as the Independent Auditors of the Company and to authorise the Directors to fix their remuneration. Resolution 6

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following Resolutions as Ordinary Resolutions, with or without amendments:

- Authority to allot and issue ordinary shares in the capital of the Company (“Shares”)** Resolution 7
That pursuant to Section 161 of the Companies Act, Cap. 50. and Rule 806 of the Catalist Rules, authority be and is hereby given to the Directors to allot and issue Shares and convertible securities in the capital of the Company (whether by way of rights, bonus or otherwise) 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 provided that:-
(i) the aggregate number of Shares and convertible securities to be issued pursuant to this Resolution does not exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of Shares and convertible securities to be issued other than on a *pro rata* basis to existing shareholders of the Company does not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (ii) below);
(ii) (subject to such manner of calculations 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 (i) above, the percentage of the total number of issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed after adjusting for:-
(a) new Shares arising from the conversion or exercise of any convertible securities outstanding or subsisting at the time of the passing of the resolution approving the mandate;
(b) new Shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of the passing of the resolution approving the mandate, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
(c) any subsequent bonus issue, consolidation or sub-division of Shares; and
(iii) 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.
[See Explanatory Note (i)]
- Authority to allot and issue Shares under the SK Jewellery Group Performance Share Plan** Resolution 8
That approval be and is hereby given to the Directors to:
(i) offer and grant awards in accordance with the provisions of the SK Jewellery Group Performance Share Plan (the “Plan”); and
(ii) allot and issue from time to time number of Shares as may be allotted and issued pursuant to the Plan provided that the vesting of awards under the Plan will be based on the aggregate number of Shares to be allotted and issued pursuant to the Plan shall not exceed 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) from time to time.
[See Explanatory Note (ii)]
- To transact any other business which may be properly transacted at an AGM.

Explanatory Notes:

- The proposed Resolution 7, if passed, will empower the Directors from the date of the above AGM of the Company until the date of issue of the next AGM, to allot and issue Shares and convertible securities in the Company. The number of Shares and convertible securities which the Directors may allot and issue under Resolution 7 shall not exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time of passing of Resolution 7. For allotment and issue of Shares and convertible securities other than on a *pro-rata* basis to all shareholders of the Company, the aggregate number of Shares and convertible securities to be allotted and issued shall not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time of passing of Resolution 7. This authority will, unless previously revoked or varied at a general meeting, expire at the next AGM of the Company.
- The proposed Resolution 8, if passed, will empower the Directors to offer and grant awards and to issue and allot Shares pursuant to the Plan. The grant of awards under the Plan will be made in accordance with the provisions of the Plan. The aggregate number of Shares which may be issued pursuant to the Plan is limited to 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) from time to time.

By Order Of the Board

Goh Hoi Lai
Company Secretary
Date: 4 June 2020

Notes:

- The AGM is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020.
- Printed copies of this notice of AGM (the “Notice”) will not be sent to members. Instead, this Notice and the proxy form may be accessed at the Company’s website at <https://www.skjewellerygroup.com/agm-documents/> and the website of the SGX-ST at <http://www.sgx.com/securities/company-announcements>.
- Due to the current COVID-19 situation and the related safe distancing measures in Singapore, a member will not be able to attend the AGM in person.** Instead, alternative arrangements have been put in place to allow members to participate at the AGM by:
(i) observing and/or listening to the AGM proceedings via “live” audio-visual webcast or “live” audio-only stream;
(ii) submitting questions in advance of the AGM; and
(iii) appointing the Chairman of the Meeting as proxy to attend, to speak and to vote on their behalf at the AGM.
Please refer to the Appendix to this Notice for further details of the steps for pre-registration, pre-submission of questions and voting at the AGM.
- Members who hold Shares through relevant intermediaries (as defined in section 181 of the Securities and Futures Act, Chapter 50), including SRS investors, and who wish to participate in the AGM by:
(i) observing and/or listening to the AGM proceedings via “live” audio-visual webcast or “live” audio-only stream;
(ii) submitting questions in advance of the AGM; and/or
(iii) appointing the Chairman of the Meeting as proxy to attend, to speak and to vote on their behalf at the AGM,
should contact the relevant intermediary (which would include, in the case of SRS investors, their respective SRS Approved Bank) through which they hold such Shares as soon as possible in order for the necessary arrangements to be made for their participation in the AGM.
SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective SRS operators to submit their voting instructions at least seven (7) working days (i.e. by 6.00 p.m. on 16 June 2020) prior to the date of the AGM.
- A member who wishes to submit an instrument of proxy appointing the Chairman of the Meeting as proxy must first download, complete and sign the proxy form, before scanning and sending it by email to main@zicoholdings.com or deposited at the Company’s Share Registrar, B.A.C.S Private Limited, at 8 Robinson Road, #03-00 ASO Building, Singapore 048544, not less than 48 hours (i.e. by 10.00 a.m. on 24 June 2020) before the time appointed for holding the AGM.
In view of the current COVID-19 situation and the related safe distancing measures in Singapore, it may be difficult for members to submit completed proxy forms by post and for the Company to process completed proxy forms which are submitted by post. There may also be delays in the delivery of completed proxy forms which are submitted by post. Members are therefore strongly encouraged to submit completed proxy forms electronically via email to main@zicoholdings.com to ensure that they are received by the Company by the stipulated deadline.
Shareholders should refer to the Appendix to this Notice for further details on the appointment of the Chairman of the Meeting as proxy.

Personal Data Privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM of the Company and/or any adjournment thereof, a member of the Company (or its agents) of proxies and representatives appointed for the AGM of the Company (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM of the Company (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 member discloses the personal data of the member’s proxy(ies) and/or representative(s) to the Company (or its agents), 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) 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.

This Notice has been prepared by the Company and its contents have been reviewed by the Company’s sponsor, United Overseas Bank Limited (the “Sponsor”), for compliance with Rules 226(2)(b) and 753(2) of the Singapore Exchange Securities Trading Limited (“SGX-ST”) Listing Manual Section B: Rules of Catalyst. This Notice has not been examined or approved by the SGX-ST. 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 Mr Lim Hoon Khai, Director, Equity Capital Markets, who can be contacted at 80 Raffles Place, #03-03 UOB Plaza 1, Singapore 048624, telephone: +65 6533 9898.

APPENDIX

Steps for pre-registration, pre-submission of questions and voting at the AGM

No.	Steps	Details
1.	Pre-registration	Shareholders of the Company (“Shareholders”) must pre-register at the pre-registration website at https://bit.ly/SK_Jewellery_AGM by 10.00 a.m. on 23 June 2020 to enable the Company to share their status as Shareholders. Shareholders will be required to fill in their name, NRIC/Passport/Company Registration number, shareholding type, contact number and email address during the pre-registration. Authenticated registrants will receive an email by 10.00 a.m. on 25 June 2020 which will contain an unique ID and password, the link to access the “live” audio-visual webcast and a toll-free telephone number to access the “live” audio-only stream of the AGM proceedings (“Confirmation Email”). Registrants who do not receive the Confirmation Email by 10.00 a.m. on 25 June 2020 may contact Shaun of Easy Video via telephone: +65 9656 8083 or via email at shaun@easyvideo.sg during office hours from 9.00 a.m. to 6.00 p.m., Monday to Friday.
2.	Submit questions for AGM in advance	Shareholders to submit their questions in advance of the AGM. Submission of questions. Shareholders can submit questions relating to the resolutions to be tabled for approval at the AGM to the Chairman of the Meeting, in advance of the AGM, in the following manner: (a) by email at agm2019@skjewellery.com ; or (b) by physical copy by depositing the same at the registered office of the Company, at 7 Changi Business Park Vista, #01-01, Singapore 486042. To ensure that questions are received by the Company by the stipulated deadline, Shareholders are strongly encouraged to submit questions by email. When sending questions, Shareholders should also provide their full name and NRIC/Passport/Company Registration No. for verification. Mobile phone numbers provided will help the Company to reach out more easily if any clarification is required. Addressing questions for AGM. All questions must be submitted by 10.00 a.m. on 21 June 2020. Headline questions. The Company will endeavor to address substantial and relevant questions received from Shareholders at the AGM. Answers to substantial and relevant questions will be published on the Company’s website and on SGXNET prior to the AGM. Where there are substantive similar questions, the Company will consolidate such questions and consequentially, not all questions will be individually addressed. Minutes of AGM. The Company will publish the minutes of the AGM on the Company’s website and on SGXNET within one (1) month from the conclusion of the AGM.
3.	Submit proxy forms to vote	Appointment of Chairman of the Meeting as proxy. Due to the current COVID-19 situation and related safe distancing measures in Singapore, a member will not be able to attend the AGM in person. A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her proxy to attend, to speak and to vote on his/her behalf at the AGM if such member wishes to exercise his/her voting rights at the AGM. Specific voting instructions to be given. Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her proxy, he/she must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid. Submission of proxy forms. A member who wishes to submit an instrument of proxy appointing the Chairman of the Meeting as proxy must first download, complete and sign the proxy form, before scanning and sending it by email to main@zicoholdings.com or submitting it by post to the Company’s Share Registrar, B.A.C.S Private Limited, at 8 Robinson Road, #03-00 ASO Building, Singapore 048544, not less than 48 hours (i.e. by 10.00 a.m. on 24 June 2020) before the time appointed for holding the AGM. In view of the current COVID-19 situation and the related safe distancing measures in Singapore, it may be difficult for members to submit completed proxy forms by post and for the Company to process completed proxy forms which are submitted by post. There may also be delays in the delivery of completed proxy forms which are submitted by post. Members are therefore strongly encouraged to submit completed proxy forms electronically via email to main@zicoholdings.com to ensure that they are received by the Company by the stipulated deadline. SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective SRS operators to submit their voting instructions at least seven (7) working days (i.e. by 6.00 p.m. on 16 June 2020) prior to the date of the AGM.
4.	“Live” audio-visual webcast of the AGM	AGM • The telephone line to access the “live” audio-only stream will be open from 9.30 a.m. on 26 June 2020. Shareholders will be put on hold until the AGM commences at 10.00 a.m. on 26 June 2020. • The “live” audio-visual webcast will start when the AGM commences at 10.00 a.m. on 26 June 2020.