

KORI HOLDINGS LIMITED
(Company Registration No.: 201212407R)
(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting ("**EGM**") of Kori Holdings Limited (the "**Company**") will be held by way of electronic means, on Thursday, 15 September 2022 at 2.00 p.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the ordinary resolutions as set out below.

*Unless otherwise defined or the context otherwise requires, all capitalised terms herein shall bear the same meanings as used in the circular to the members of the Company dated 31 August 2022 (the "**Circular**").*

This Notice of EGM and the accompanying Proxy Form have been made available on SGXNET at <https://www.sgx.com/securities/company-announcements> and the Company's website at <https://www.kori.com.sg/latestnews.html>. A printed copy of this Notice of EGM and the Proxy Form will NOT be sent to Members.

ORDINARY RESOLUTION 1: THE PROPOSED ISSUE OF 5.0% CONVERTIBLE BONDS DUE 2027 WITH AN AGGREGATE PRINCIPAL AMOUNT OF S\$2,000,000 CONVERTIBLE INTO FULLY PAID-UP ORDINARY SHARES OF THE COMPANY TO SUBSCRIBER 1

THAT:

- (a) approval be and is hereby given for the transactions contemplated under the Convertible Bonds Subscription Agreement, and without prejudice to the generality of the foregoing, authority be and is hereby given to the Directors or any of them to issue to Subscriber 1 (i) the Convertible Bonds, (ii) the Conversion Shares arising from the conversion of the Convertible Bonds and (iii) any further Conversion Shares as may be required to be allotted and issued on the conversion of any of the Convertible Bonds upon the adjustment of the Conversion Price in accordance with the Conditions, pursuant to Rule 805(1) and Rule 812(2) of the Catalist Rules, Section 161 of the Companies Act 1967 of Singapore and the Constitution of the Company; and
- (b) the Directors and each of them be and are hereby authorised and empowered to do all acts and things as they or he may consider necessary or expedient to give effect to this Resolution 1, including without limitation to the foregoing, to negotiate, sign, execute and deliver all documents, approve any amendments, alterations or modifications to any document (if required) in the interests of the Company, and, to the extent that any of the foregoing have been done, that they be and are hereby adopted, confirmed and ratified.

ORDINARY RESOLUTION 2 - THE PROPOSED ISSUE OF 5.0% CONVERTIBLE BONDS DUE 2027 WITH AN AGGREGATE PRINCIPAL AMOUNT OF S\$1,000,000 CONVERTIBLE INTO FULLY PAID-UP ORDINARY SHARES OF THE COMPANY TO SUBSCRIBER 2

THAT:

- (a) approval be and is hereby given for the transactions contemplated under the Convertible Bonds Subscription Agreement, and without prejudice to the generality of the foregoing, authority be and is hereby given to the Directors or any of them to issue to Subscriber 2 (i) the Convertible Bonds, (ii) the Conversion Shares arising from the conversion of the Convertible Bonds and (iii) any further Conversion Shares as may be required to be allotted and issued on the conversion of any of the Convertible Bonds upon the adjustment of the Conversion Price in accordance with the Conditions, pursuant to Rule 805(1) of the Catalist Rules, Section 161 of the Companies Act 1967 of Singapore and the Constitution of the Company; and
- (b) the Directors and each of them be and are hereby authorised and empowered to do all acts and things as they or he may consider necessary or expedient to give effect to this Resolution 2, including without limitation to the foregoing, to negotiate, sign, execute and deliver all documents, approve any amendments, alterations or modifications to any document (if required) in the interests of the Company, and, to the extent that any of the foregoing have been done, that they be and are hereby adopted, confirmed and ratified.

Note: Subscriber 1 will, and will procure that its associates to, abstain from voting on Resolution 1 and Resolution 2 in respect of their shareholding, and will not accept nominations as proxies unless specific instructions have been given in the Proxy Form by the Members appointing them on how they wish their votes to be cast.

By Order of the Board

Hooi Yu Koh
Executive Chairman and Chief Executive Officer
Singapore
31 August 2022

NOTES:

1. As part of the Company's efforts to minimise the risk of community spread of COVID-19, the EGM will be held by way of 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. Members **will not** be able to attend the EGM in person. Printed copies of the Circular, this Notice of EGM and the proxy form (collectively, the "Documents") will not be sent to members. Instead, the Documents will be sent to members by way of electronic means via publication at the Company's website <https://www.kori.com.sg/latestnews.html> and the URL <https://www.sgx.com/securities/company-announcements>.

Alternative arrangements have been put in place to allow Members to participate at the EGM by:

- (a) observing the proceedings of the EGM via a "live" webcast (the "**LIVE WEBCAST**") or listening to these proceedings through a "live" audio feed (the "**AUDIO ONLY MEANS**");
 - (b) submitting questions relating to the resolution to be tabled at the EGM in advance of the EGM;
 - (c) submitting text-based questions during the LIVE WEBCAST of the EGM;
 - (d) appointing a proxy or proxies to attend and vote on their behalf at the EGM; and
 - (e) participating in the live voting during the LIVE WEBCAST of the EGM.
2. Registration for the EGM

In order to do so, a Member who wishes to watch the LIVE WEBCAST or listen via the AUDIO ONLY MEANS must register by **2 p.m. on 12 September 2022** (being not less than seventy-two (72) hours before the time appointed for holding the EGM) (the "**Registration Deadline**"), at the URL <https://conveneagm.com/sg/koriEGM2022>, for the Company to authenticate his/her/its status as Member.

Please note that Members may access the URL for registration from 9.00 p.m. from 31 August 2022 onwards.

Following successful authentication of his/her/its status as Members of the Company, authenticated Members will receive email instructions (the "**Confirmation Email**") on how to access the LIVE WEBCAST and AUDIO ONLY MEANS to observe the proceedings of the EGM, by **12 p.m. on 14 September 2022**. Members who have registered by the Registration Deadline but do not receive the Confirmation Email by **12 p.m. on 14 September 2022** may contact (65) 6856 7330 or email support@conveneEGM.com.

3. Submission of Questions

Members who have registered and have been authenticated as Members of the Company will be able to ask questions relating to the resolution to be tabled for approval at the EGM during the EGM by submitting text-based questions by clicking the "Ask a Question" feature and then clicking "Type your Question" to input queries in the questions text box. The Company will endeavour to respond to such queries during the EGM as far as reasonably practicable.

Members are also encouraged to submit questions relating to the resolution to be tabled for approval at the EGM in advance of the EGM. To do so, all questions must be submitted by 2.00 p.m. on 8 September 2022, by post to the office of the Company at 11 Sims Drive, #06-01 SCN Centre, Singapore 387385, attention to Kori EGM, or by email to admin@kori.com.sg, or via the online process through the registration website which is accessible at the URL <https://conveneagm.com/sg/koriEGM2022> After the cut-off time for the submission of questions, any subsequent clarifications sought or follow-up questions will be addressed at the EGM.

Members will need to identify themselves when posing questions by email or by post by providing the following details:

- (a) the Member's full name as it appears on his/her/its CDP/CPF/SRS share records;
- (b) the Member's NRIC/Passport/UEN number;
- (c) the Member's contact number and email address; and
- (d) the manner in which the Member holds his/her/its Shares in the Company (e.g. via CDP, CPF or SRS).

The Company will endeavour to address all substantial and relevant questions submitted in advance of the EGM by publishing the responses to such questions on SGXNET and the Company's website at <https://www.kori.com.sg/latestnews.html>, by 2.00

p.m. on 10 September 2022 (being not less than forty-eight (48) hours prior to the closing date and time for the lodgement of the Proxy Forms).

Minutes of the EGM will be published on SGXNET and the Company's website at <https://www.kori.com.sg/latestnews.html/>, and the minutes would include the responses to the substantial and relevant questions addressed at the EGM.

4. Voting

As part of the Company's efforts to minimise the risk of community spread of COVID-19, a Member will not be able to attend the EGM in person. If a Member (whether individual or corporate) wishes to exercise his/her/its voting rights at the EGM, he/she/it may cast his/her/its votes remotely in real time via the LIVE WEBCAST.

As an alternative to the aforesaid real-time electronic voting, Members may appoint a proxy or proxies to vote on his/her/its behalf at the EGM. The proxy or proxies may cast his/her/its votes remotely in real time via the LIVE WEBCAST.

A Member entitled to attend and vote at the EGM (who is not a relevant intermediary as defined in Section 181 of the Companies Act 1967) is entitled to appoint one or two proxies to attend and vote in his/her/its stead. Where a Member appoints more than one proxy, the appointments shall be invalid unless he/she/it specifies the proportion of his/her/its shareholding (expressed as a percentage of the whole) to be represented by each proxy.

A Member who is a relevant intermediary entitled to attend and vote at the EGM is entitled to appoint more than one proxy to attend and vote instead of the Member, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such Member. Where such Member appoints more than one proxy, it should annex to the Proxy Form the list of proxies, setting out, in respect of each proxy, the name, address, email address, NRIC/Passport Number and proportion of shareholding (number of Shares and percentage) in relation to which each proxy has been appointed. For the avoidance of doubt, a CPF Agent Bank/SRS Operator who intends to appoint CPF/SRS investors as its proxies shall comply with this Note. The appointments shall be invalid unless the Member specifies the number of Shares in relation to which each proxy has been appointed in the Proxy Form.

Members may also vote at the EGM by appointing the Chairman of the EGM as his/her/its proxy to vote on his/her/its behalf at the EGM. In appointing a proxy, a Member (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the proxy form, failing which the appointment will be treated as invalid.

In addition, CPF/SRS investors who have used their CPF/SRS monies to buy Shares in the Company:

- (a) may vote live via electronic means at the EGM if they are appointed as proxies by their respective CPF Agent Banks/SRS Operators, and should contact their respective CPF Agent Banks/SRS Operators if they have questions regarding their appointment as proxies; or
- (b) may appoint a proxy to vote on their behalf at the EGM, in which case they should approach their respective CPF Agent Banks/SRS Operators no later than **2.00 p.m. on 5 September 2022** (being seven (7) working days before the EGM).

The proxy form for the EGM is made available with this Notice of EGM on SGXNET at <https://www.sgx.com/securities/company-announcements> on the same day and can be accessed at the Company's website at <https://www.kori.com.sg/latestnews.html/>.

5. A proxy need not be a Member. The Chairman of the EGM, as proxy, need not be a Member.

6. The instrument appointing a proxy, together with the power of attorney or other authority under which it is signed (if applicable) or a notarial certified copy thereof, must:

- (a) if sent personally or by post, be received at Kori Holdings Limited c/o Tricor Barbinder Share Registration Services, at 80 Robinson Road, #11-02, Singapore 068898, attention to Kori EGM; or
- (b) if submitted electronically, be received by Kori Holdings Limited c/o Tricor Barbinder Share Registration Services, by email at sg.is.proxy@sg.tricorglobal.com or via the online process through the pre-registration website which is accessible at the URL <https://conveneagm.com/sg/koriEGM2022>.

in either case, by **2.00 p.m. on 12 September 2022** (being not less than seventy-two (72) hours before the time appointed for holding the EGM) (or at any adjournment thereof) and in default the instrument of proxy shall not be treated as valid.

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

7. The instrument appointing a proxy or proxies must be under the hand of the appointor or on his/her attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or duly authorised officer, failing which the instrument of proxy may be treated as invalid.

8. The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies (such as in the case where the appointor submits more than one instrument appointing a proxy or proxies).

Important Reminders:

Due to the constantly evolving COVID-19 situation, the Company may be required to change its EGM arrangements at short notice. Members are advised to regularly check the Company's website or announcements released on SGXNET for updates on the EGM.

Personal data privacy:

By (a) submitting an instrument appointing a proxy to vote at the EGM and/or any adjournment thereof, or (b) submitting details for the registration to observe the proceedings of the EGM via LIVE WEBCAST or AUDIO ONLY MEANS, or (c) submitting any questions prior to the EGM or raising any questions during the EGM in accordance with this Notice of EGM, a Member consents to the collection, use and disclosure of the Member's personal data by the Company (or its agents or service providers) for the following purposes:

- (i) processing and administration by the Company (or its agents) of proxy forms appointing a proxy for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof);
- (ii) processing of the registration for purpose of granting access to Members (or their corporate representatives in the case of Members which are legal entities) to the LIVE WEBCAST or AUDIO ONLY MEANS to observe the proceedings of the EGM and providing them with any technical assistance where necessary;
- (iii) addressing relevant and substantial questions from Members received before or during the EGM and if necessary, following up with the relevant Members in relation to such questions;
- (iv) preparation and compilation of the attendance list, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof); and
- (v) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines by the relevant authorities.

Photographic, sound and/or video recordings of the EGM may be made by the Company for record keeping and to ensure the accuracy of the minutes to be prepared for the EGM. Accordingly, the personal data of a Member (such as his name, his presence at the EGM and any questions he may raise or motions he propose/second) may be recorded by the Company for such purpose.