

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of **TAKA JEWELLERY HOLDINGS LIMITED** (the “**Company**”) will be held at 3, Kaki Bukit Place, Eunos Techpark, Singapore 416181 on Wednesday, 25 October 2023 at 10.00 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company for the financial year ended 30 June 2023 together with the Independent Auditor’s Report thereon.
(Ordinary Resolution 1)
2. To note the retirements of the following Directors of the Company, who are retiring pursuant to Regulation 114 of the Company’s Constitution:

Mr. Goh Yeow Tin
Mr. Chua Kern
(See Explanatory Note (i))
3. To approve the payment of Directors’ Fees of S\$191,000 for the financial year ending 30 June 2024 payable quarterly in arrears. (FY2023: S\$205,000)
(Ordinary Resolution 2)
4. To re-appoint Ernst & Young LLP as Independent Auditor of the Company and to authorise the Directors of the Company to fix their remuneration.
(Ordinary Resolution 3)
5. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following Resolutions with or without any modification:

6. That Dr. Tan Kia King be and is hereby appointed as Director of the Company pursuant to Regulation 118 of the Company’s Constitution.
(See Explanatory Note (ii)) **(Ordinary Resolution 4)**
7. That Ms. Young Sau Kwan Joanna be and is hereby appointed as Director of the Company pursuant to Regulation 118 of the Company’s Constitution.
(See Explanatory Note (iii)) **(Ordinary Resolution 5)**
8. That Mr. Kuan Cheng Tuck be and is hereby appointed as Director of the Company pursuant to Regulation 118 of the Company’s Constitution.
(See Explanatory Note (iv)) **(Ordinary Resolution 6)**
9. **Authority to allot and issue shares**

That pursuant to Section 161 of the Companies Act 1967, Singapore and Rule 806 of Section B of the Singapore Exchange Securities Trading Limited Listing Manual: Rules of Catalist (the “**Catalist Rules**”), the Directors of the Company be authorised and empowered to:

- (a) (i) issue shares in 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) options, warrants, debentures or other instruments convertible into Shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and

Notice of Annual General Meeting

- (b) (notwithstanding that the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instruments made or granted by the Directors of the Company while this Resolution was in force,

provided that:

- (1) the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed one hundred per centum (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be issued other than on a pro rata basis to shareholders of the Company shall not exceed fifty per centum (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such calculation as may be prescribed by the Singapore Exchange Securities Trading Limited) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, 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) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
- (a) new Shares arising from the conversion or exercise of any convertible securities;
- (b) new shares arising from the exercising of share options or vesting of share awards, provided the share options or share awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
- (c) any subsequent bonus issue, consolidation or subdivision of Shares;

any adjustments made in accordance with sub-paragraphs (2)(a) or (2)(b) are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of the Resolution approving the mandate.

- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the Singapore Exchange Securities Trading Limited) and the Constitution of the Company; and
- (4) unless revoked or varied by the Company in a general meeting, such authority 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 earlier.

(See Explanatory Note (v))

(Ordinary Resolution 7)

10. Proposed Renewal of Share Buy-Back Mandate

That for the purposes of Sections 76C and 76E of the Companies Act 1967, Singapore, the Directors of the Company be and are hereby authorised to make purchases or otherwise acquire issued Shares in the capital of the Company from time to time (whether by way of market purchases or off-market purchases on an equal access scheme) of up to ten per centum (10%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as ascertained as at the date of Annual General Meeting of the Company) at the price of up to but not exceeding the Maximum Purchase Price as defined in Section 2.3.4 of the Company's letter to shareholders in relation to the proposed renewal of Share Buy-Back Mandate dated 3 October 2023 (the "**Letter**"), in accordance with the Terms of the Share Buy-Back Mandate set out in the Letter. This mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company, the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.

(See Explanatory Note (vi))

(Ordinary Resolution 8)

Notice of Annual General Meeting

11. The Proposed Adoption of the New Constitution of the Company

That:

- (a) the New Constitution as set out in the Annex A to the Company's Letter to Shareholders dated 3 October 2023 in relation to the Proposed Adoption of the New Constitution of the Company, be approved and adopted as the Constitution of the Company in substitution for, and to the exclusion of, the Existing Constitution; and
- (b) the Directors and/or any of them be and are hereby authorised and empowered to complete and do all such acts and things, including approve, modify, ratify and execute such documents, acts and things as they and/or he may consider necessary, desirable and expedient to give effect to this resolution.

(See Explanatory Note (vii))

(Special Resolution)

By Order of the Board

Wong Yoen Har
Company Secretary

Singapore, 3 October 2023

Explanatory Notes:

- (i) Mr. Goh Yeow Tin ("Mr. Goh") and Mr. Chua Kern ("Mr. Chua") are subject to retirements pursuant to Regulation 114 of the Company's Constitution and do not wish to seek for re-election in anticipation of the 9-years tenure limit for independent director in order to facilitate the process of board renewal.

Mr. Goh shall be retiring at the conclusion of this Annual General Meeting and stepping down as the Board Chairman, Chairman of the Remuneration Committee ("RC") and Member of the Audit Committee ("AC") and Nominating Committee ("NC").

Mr. Chua shall be retiring at the conclusion of this Annual General Meeting and stepping down as Chairman of the NC, and Member of the AC and RC.

- (ii) Ordinary Resolution 4 is to appoint Dr. Tan Kia King ("Dr. Tan") as Director of the Company. The Board considers Dr. Tan to be independent for the purpose of Rule 704(7) of the Catalist Rules. Further details of Dr. Tan's appointment as Independent Non-Executive Director of the Company pursuant to Rule 704(6) of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited was set out in the Company's announcement dated 21 September 2023.

Dr. Tan will, upon the passing of Ordinary Resolution 4, shall be appointed as Board Chairman, Chairman of the RC and Member of the AC and NC.

- (iii) Ordinary Resolution 5 is to appoint Ms. Young Sau Kwan Joanna ("Ms. Young") as Director of the Company. The Board considers Ms. Young to be independent for the purpose of Rule 704(7) of the Catalist Rules. Further details of Ms. Young's appointment as Independent Non-Executive Director of the Company pursuant to Rule 704(6) of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited was set out in the Company's announcement dated 21 September 2023.

Ms. Young will, upon the passing of Ordinary Resolution 5, shall be appointed as Chairman of the NC and Member of the AC and RC.

- (iv) Ordinary Resolution 6 is to appoint Mr. Kuan Cheng Tuck ("Mr. Kuan") as Director of the Company. The Board considers Mr. Kuan to be independent for the purpose of Rule 704(7) of the Catalist Rules. Further details of Mr. Kuan's appointment as Independent Non-Executive Director of the Company pursuant to Rule 704(6) of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited was set out in the Company's announcement dated 21 September 2023.

Mr. Kuan will, upon the passing of Ordinary Resolution 6, shall be appointed as Chairman of the AC and Member of the NC and RC.

- (v) The Ordinary Resolution 7, if passed, will empower the Directors of the Company, effective 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 or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue Shares, make or grant Instruments convertible into Shares and to issue Shares pursuant to such Instruments, up to a number not exceeding, in total, 100% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to 50% may be issued other than on a pro-rata basis to shareholders.

Notice of Annual General Meeting

For determining the aggregate number of shares that may be issued, the total number of issued Shares (excluding treasury shares and subsidiary holdings) will be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Ordinary Resolution is passed after adjusting for new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time when this Ordinary Resolution is passed and any subsequent bonus issue, consolidation or subdivision of Shares.

- (vi) The Ordinary Resolution 8, if passed, will empower the Directors of the Company effective 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, to repurchase ordinary Shares of the Company by way of market purchases or off-market purchases of up to ten per centum (10%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the Maximum Price as defined in Section 2.3.4 of the Letter. The rationale for, the authority and limitation on, the sources of funds to be used for the purchase or acquisition including the amount of financing and the financial effects of the purchase or acquisition of ordinary Shares by the Company pursuant to the Share Buy-Back Mandate on the audited consolidated financial statements of the Group for the financial period ended 30 June 2023 are set out in greater detail in Section 2.8 of the Letter.
- (vii) The Special Resolution, if passed, will approve the adoption of the New Constitution in substitution for, and to the exclusion of, the Company's Existing Constitution. The New Constitution will replace the Existing Constitution and incorporate amendments to take into account, inter alia, the changes to the Companies Act introduced pursuant to the Companies Amendment Act 2017 as well as to align with Catalist Rule 730, which requires Company to make its constitution consistent with all the listing rules of the Catalist Rules prevailing at the time of the amendment of its constitution. Other general amendments have been made to streamline and rationalise certain provisions in the New Constitution, including for greater clarity, and to adopt the new citation of Acts of Parliament following the 2020 Revised Edition of Acts, which came to effect on 31 December 2021. Please refer in the Annex A to the Company's Letter to Shareholders dated 3 October 2023 in relation to the Proposed Adoption of the New Constitution of the Company for further details.

IMPORTANT

The following documents will be sent to shareholders and can be accessed at URL <http://www.takajewelleryholdings.com/> or on SGX website at URL <https://www.sgx.com/securities/company-announcements>:

- Annual Report for the financial year ended 30 June 2023
- Notice of Annual General Meeting
- Proxy Form
- Letter to Shareholders dated 3 October 2023

There will be no option for shareholders to participate virtually. Shareholders are able to participate at the Meeting in person in the following manners set out in the paragraphs below:

Submission of Instrument Appointing a Proxy ("Proxy Form") to Vote:

1. A member who is not a relevant intermediary, is entitled to appoint one or two proxies to attend and vote at the Meeting.
2. A member who is a relevant intermediary, is entitled to appoint more than two proxies to attend and vote at the Meeting, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967."
3. For Supplementary Retirement Scheme ("SRS") investors who hold their Shares through relevant intermediaries as defined in Section 181 of the Companies Act (including holders under depository agents) and who wish to appoint the Chairman of the Meeting as proxy should approach their respective relevant intermediaries (including their respective SRS Operators or depository agents) to submit their voting instructions in the Proxy Forms **at least seven (7) working days before the Meeting, 10.00 a.m. on 13 October 2023.**
4. A proxy need not be a member of the Company.
5. The instrument appointing a proxy or proxies must be submitted to the Company in the following manner:
 - (a) if submitted by post, be lodged with the Company's registered office at 3, Kaki Bukit Place, Eunos Techpark, Singapore 416181; or
 - (b) if submitted electronically, be submitted as a clearly readable image via email to taka_agm2023@takajewellery.com.sg.

in either case, **at least 48 hours before the time for holding the Meeting, by 10.00 a.m. on 23 October 2023.**

A member who wishes to submit a Proxy Form must first complete and sign the Proxy Form, before submitting it by post to the address provided above, or by scanning and sending it by email to the email address provided above.

Members are strongly encouraged to submit completed Proxy Forms electronically via email.

Notice of Annual General Meeting

6. A depositor shall not be regarded as a member of the Company entitled to attend and vote at the AGM unless his/her name appears on the Depository Register not less than seventy-two (72) hours before the time of the Meeting.
7. The instrument appointing a proxy or proxies must be under the hand of the appointor or 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 an officer or attorney duly authorised. Where the instrument appointing a proxy or proxies is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument.
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.

Submission of Questions in Advance:

- (1) Shareholders may also submit questions related to resolutions to be tabled at the Meeting in the following manner:
 - (a) if submitted by post, to the Company's registered office at 3, Kaki Bukit Place, Eunos Techpark, Singapore 416181; or
 - (b) if submitted electronically, be submitted via email to taka_agm2023@takajewellery.com.sg.All questions for the Meeting must be submitted by 10.00 a.m. on 11 October 2023.
- (2) A member who wishes to submit the questions in hard copy by mail is required to indicate the full name (for individuals)/ company name (for corporates), NRIC/Passport No./Company Registration No., email address, contact number, shareholding type and number of shares held together with their submission, before submitting it by post to the address provided.
- (3) The Board of Directors of the Company will endeavour to address all substantial and relevant questions received from Shareholders prior to the Meeting by publishing the responses to those questions on SGXNET at URL <https://www.sgx.com/securities/company-announcements> and the Company's website at URL <http://www.takajewelleryholdings.com/> at least seventy-two (72) hours prior to the closing date and time for the lodgement of the proxy forms on 20 October 2023. Where substantial relevant questions submitted by Shareholders are unable to be addressed prior to the Meeting, the Company will address them during the Meeting.

The Company shall only address relevant and substantial questions (as may be determined by the Company in its sole discretion) received. The Company will publish the minutes of the Meeting on SGXNET and the Company's website within one month from the date of the Meeting.

Personal data privacy:

By submitting a proxy form appointing a proxy or proxies to attend, speak and vote at the Meeting and/or any 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) for the purpose of the processing and administration by the Company (or its agents) of the appointment of a proxy or proxies for the Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Meeting (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.

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