
KINGSLAND GLOBAL LIMITED
ARBN 607 085 790

NOTICE OF ANNUAL GENERAL MEETING

The annual general meeting of Kingsland Global Limited (Company) will be held at 15 Kwong Min Road, Singapore 628718 on Monday 29 November, 2021 at 10am SGT.

This Notice should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the Company Secretary (Australia) by telephone on +61 8 6555 2950.

KINGSLAND GLOBAL LIMITED

ARBN 607 085 790

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of shareholders of Kingsland Global Limited (**Company**) will be held at 15 Kwong Min Road, Singapore 628718 on 29 November, 2021 at 10am SGT (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum forms part of this Notice.

The Directors have determined that the persons eligible to vote at the Meeting are those who are registered as Shareholders on 27 November 2021 at 10am SGT.

Terms and abbreviations used in this Notice (including the Explanatory Memorandum) are defined in Schedule 1.

AGENDA

1. Annual Financial Statement

To consider the Annual Financial Statement of the Company and its controlled entities for the year ended 31 March 2021, which includes the Financial Report, the Directors' Report and the Auditor's Report.

2. Resolution 1 – Re-election of Zane Lewis as a Director

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

"That, pursuant to and in accordance with article 81 of the Articles and for all other purposes, Zane Lewis, Director, retires and being eligible, is re-elected as a Director on the terms and conditions in the Explanatory Memorandum."

3. Resolution 2 – Re-election of Jeremiah Lee as a Director

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

"That, pursuant to and in accordance with article 81 of the Articles and for all other purposes, Jeremiah Lee, Director, retires and being eligible, is re-elected as a Director on the terms and conditions in the Explanatory Memorandum."

4. Resolution 3 – Approval of Appointment of Auditor

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

"That, pursuant to and in accordance with section 205(2) of the Companies Act and for all other purposes, KLP LLP, having consented to act as the Company's auditor, is appointed as the Company's auditor effective from the date of the Meeting to hold office until conclusion of the next annual general meeting of the Company and the Directors be authorised to agree their remuneration."

5. Resolution 4 – Approval of Directors' Fees

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution (as special business) the following:

"That, pursuant to and in accordance with section 169 of the Companies Act and for all other purposes, to approve payment of the non executive Directors' fees of up to S\$150,000 per annum in aggregate for the financial year ending 31 March 2022 on the terms and conditions in the Explanatory Memorandum".

Voting Exclusion

The Company will disregard any votes cast on this Resolution by a Director and any associates of a Director.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form or the CDI Voting Instruction Form; or
- (b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form or the CDI Voting Instruction Form to vote as the proxy decides.

6. Resolution 5 – Approval to Issue Shares and Instruments

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution (as special business) the following:

"That, pursuant to and in accordance with section 161 of the Companies Act and with regard to the Listing Rules, the Directors be authorised to:

- (a) *issue Shares (whether by way of rights issue, bonus issue or otherwise);*
- (b) *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 or exchangeable into Shares; and*
- (c) *issue Shares in pursuance of any Instruments made or granted by the Directors while this Resolution is in force,*

provided that:

- For personal use only
- (d) *the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution and including Shares which may be issued pursuant to any adjustment effected under any relevant Instruments) shall not exceed such limit as may be prescribed under the Listing Rules;*
 - (e) *in exercising the power to make or grant Instruments (including the making of any adjustment under any relevant Instrument), the Company shall comply with the Listing Rules and regulations of the ASX for the time being in force (unless such compliance has been waived by ASX) and the Articles; and*
 - (f) *unless revoked or varied by the Company in 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."*

BY ORDER OF THE BOARD

Sok Hang Chaw
Executive Chairman
Dated: 29 October 2021

KINGSLAND GLOBAL LIMITED

ARBN 607 085 790

EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at 15 Kwong Min Road, Singapore 628718 on 29 November 2021 at 10am SGT.

This Explanatory Memorandum forms part of the Notice which should be read in its entirety. This Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

This Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

| | |
|------------|--|
| Section 2 | Action to be taken by Shareholders |
| Section 3 | Annual Financial Statement |
| Section 4 | Resolution 1 – Re-election of Zane Lewis as a Director |
| Section 6 | Resolution 2 – Re-election of Jeremiah Lee as a Director |
| Section 7 | Resolution 3 – Approval of Appointment of Auditor |
| Section 8 | Resolution 4 – Approval of Directors' Fees |
| Section 8 | Resolution 5 – Approval to Issue Shares and Instruments |
| Schedule 1 | Definitions & Interpretation |

A Proxy Form and a CDI Voting Instruction Form are located at the end of this Explanatory Memorandum.

2. Action to be taken by Shareholders

Shareholders should read the Notice including this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 Proxy Form

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Returning the Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- For personal use only
- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
 - (b) a proxy need not be a member of the Company; and
 - (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. Where the proportion or number is not specified, each proxy may exercise half of the votes.

Proxy Forms must be received by Link Market Services, the Company's share registry, no later than 27 November 2021, at 10am SGT, being at least 48 hours before the Meeting.

The Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

2.2 CDI Voting Instruction Form

A CDI Voting Instruction Form is attached to the Notice.

CDI Voting Instruction Forms must be received by Link Market Services, the Company's share registry, no later than 27 November 2021 at 10am SGT.

The CDI Voting Instruction Form provides further details on voting at the Meeting.

3. Annual Financial Statement

The Annual Financial Statement must be laid before the annual general meeting. There is no requirement for Shareholders to approve the Annual Financial Statement.

At the Meeting, Shareholders will be offered the opportunity to:

- (a) discuss the Annual Financial Statement which is available online at www.kingslandglobal.sg;
- (b) ask questions about, or comment on, the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chairman about the management of the Company, or to the Company's auditor about:

- (a) the preparation and the content of the Auditor's Report;
- (b) the conduct of the audit;
- (c) accounting policies of the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than 5 business days before the Meeting to the Company Secretary at the Company's registered office.

4. Resolution 1 - Re-election of Zane Lewis as a Director

Article 81 of the Articles states that at any annual general meeting (subsequent to the first annual general meeting) of the Company, one-third of the Directors for the time being shall retire from office, while article 86 of the Articles provides that a retiring director may offer themselves for re-election. In addition, Listing Rule 14.5 states that an entity which has directors must hold an election of directors each year.

Zane Lewis, a Director will retire from office and, being eligible pursuant to article 86 of the Articles, seeks re-election as a Director.

Mr Lewis is based in Australia and was appointed as a Non-Executive Director of the Company on 27 August 2015. Mr Lewis holds a Bachelor of Economics from the University of Western Australia and is a principal and joint founder of corporate advisory firm SmallCap Corporate which specialises in corporate advice and compliance administration to public companies.

He is also a member of Chartered Secretaries Australia and serves on the board of Fargo Enterprises Limited (ASX:FGO) and Lion Energy Limited (ASX:LIO)

Zane Lewis provides the board with a wealth of knowledge obtained from his diverse financial and corporate experience in previous appointments.

Resolution 1 is an ordinary resolution.

The Chairman intends to exercise all available proxies in favour of Resolution 1.

The Board (excluding Zane Lewis) supports the election of Zane Lewis and recommends that Shareholders vote in favour of Resolution 1.

5. Resolution 2 – Re-election of Jeremiah Lee as a Director

Article 81 of the Articles states that at any annual general meeting (subsequent to the first annual general meeting) of the Company, one-third of the Directors for the time being shall retire from office, while article 86 of the Articles provides that a retiring director may offer themselves for re-election. In addition, Listing Rule 14.5 states that an entity which has directors must hold an election of directors each year.

Jeremiah Lee, a Director will retire from office and, being eligible pursuant to article 86 of the Articles, seeks re-election as a Director.

Mr Lee is based in Cambodia and was appointed as the Managing Director of the Company on 27 August 2015. Mr. Lee has more than 8 years of experience in the finance industry in countries such as Singapore and China. He holds a Bachelor of Science in Construction Management from the Heriot Watt University, and recently obtained a Graduate Certificate in Real Estate Finance from the National University of Singapore. Mr. Lee commenced his career as an officer in the Singapore Armed Forces. In 2007, he left the Singapore Armed Forces to pursue a career in finance.

Resolution 2 is an ordinary resolution.

The Chairman intends to exercise all available proxies in favour of Resolution 2.

The Board (excluding Jeremiah Lee) supports the election of Jeremiah Lee and recommends that Shareholders vote in favour of Resolution 1.

6. Resolution 3 – Approval of Appointment of Auditor

The current auditors, KLP LLP, Certified Public Accountants were appointed as auditors of the Company on 31 August 2018. Section 205(2) of the Companies Act states:

"A company shall at each annual general meeting of the company appoint a person or persons to be the auditor or auditors of the company, and any auditor or auditors so appointed shall, subject to this section, hold office until the conclusion of the next annual general meeting of the company."

Resolution 3 therefore seeks to appoint of KLP LLP as auditors of the Company with a fixed remuneration until the conclusion of the next annual general meeting of the Company.

Resolution 3 is an ordinary resolution.

The Chairman intends to exercise all available proxies in favour of Resolution 3.

The Board supports the appointment of KLP LLP as auditors of the Company and recommends that Shareholders vote in favour of Resolution 3.

7. Resolution 4 – Approval of Directors' Fees

Section 169 of the Companies Act requires that Directors' fees for the year ending 31 March 2021 be approved by Shareholders.

Resolution 4 therefore seeks approval for the proposed maximum aggregate non-executive Directors' fees of S\$150,000 for financial year ended 31 March 2022

The Remuneration Committee reviews and approves the Company's remuneration policy in order to ensure that the Company is able to attract and retain executives and Directors who will create value for Shareholders, having regard to the amount considered to be commensurate for an entity of the Company's size and level of activity as well as the relevant Directors' time, commitment and responsibility.

Resolution 4 is an ordinary resolution.

The Chairman intends to exercise all available proxies in favour of Resolution 4.

A voting exclusion statement is included in the Notice for Resolution 4.

The Board declines to make a recommendation to Shareholders on this Resolution.

8. Resolution 5 – Approval to Issue Shares and Instruments

Section 161 of the Companies Act requires that the issue of any new Shares or other securities in the Company be approved by Shareholders.

Resolution 5 therefore seeks approval for the Directors to be empowered to issue Shares or convertible securities in the Company from the date of the Meeting to the conclusion of the next annual general meeting of the Company or the date by which next annual general meeting for the Company is required by law to be held, whichever is the earlier.

This authority will, unless revoked or varied at a general meeting of the Company, expire at the conclusion of the next annual general meeting of the Company.

Resolution 5 is not seeking approval for:

- (a) the issue of securities in the Company pursuant to the requirements of Listing Rule 7.1 or Listing Rule 7.1A; or
- (b) the issue of securities to related parties, pursuant to the requirements of Listing Rule 10.11.

Resolution 5 will therefore be subject to the Listing Rules, in particular:

- (a) Listing Rule 7.1, which provides that the Company must not, subject to specified exceptions, issue or agree to issue more securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period;
- (b) Listing Rule 10.11, which provides that the Company must not issue new securities to a related party without Shareholder approval; and
- (c) Listing Rule 10.14 which provides that the Company must not issue new securities under an employee share plan to a Director or an associate of a Director without Shareholder approval.

Resolution 5 is an ordinary resolution.

The Chairman intends to exercise all available proxies in favour of Resolution 5.

The Board recommends that Shareholders vote in favour of Resolution 5.

Schedule 1 – Definitions and Interpretation

1. Definitions

In the Notice and this Explanatory Memorandum, unless the context otherwise requires:

Annual Financial Statement means the Directors' Report, the Financial Report and the Auditor's Report in respect to the financial period ended 31 March 2021.

Articles means the memorandum and articles of association of the Company from time to time.

ASX means ASX Limited ABN 98 008 624 691 and, where the context requires, the Australian Securities Exchange operated by ASX Limited.

ASX Settlement Rules means ASX Settlement Operating Rules of ASX Settlement Pty Ltd (ABN 49 008 504 532).

Auditor's Report means the auditor's report on the Financial Report.

Board means the board of Directors from time to time.

Chairman means the person appointed to chair the Meeting.

CDI means CHESS Depository Interests issued by CDN, where each CDI represents a beneficial interest in one Share.

CDI Voting Instruction Form means the CDI voting instruction form attached to the Notice.

CDN means CHESS Depository Nominees Pty Ltd (ABN 75 071 346 506) (AFSL 254514), in its capacity as depository of the CDIs under the ASX Settlement Rules.

Companies Act means the Companies Act (Cap.50) of Singapore.

Company means Kingsland Global Limited ARBN 607 085 790 (Unique Entity Number (UEN): 201523877H).

Company Secretary means the company secretary of the Company.

Director means any director of the Company and **Directors** means all of them.

Directors' Report means the annual directors' report of the Company and its controlled entities.

Explanatory Memorandum means this explanatory memorandum.

Financial Report means the annual financial report of the Company and its controlled entities.

Instruments has the meaning given to that term in Resolution 6.

Listing Rules means the official listing rules of the ASX.

Meeting means the general meeting of the Company be held at 15 Kwong Min Road, Singapore 628718 on 29 November, 2021 at 10am SGT.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Memorandum and Proxy Form and the CDI Voting Instruction Form.

Proxy Form means the proxy form accompanying this Notice.

Remuneration Committee means the remuneration committee of the Company.

Resolution means any resolution detailed in the Notice as the context requires.

S\$ means Singapore dollar.

Schedule means a schedule to the Notice.

Section means a section of this Explanatory Memorandum.

SGT means Singapore Standard Time.

Share means a fully paid ordinary share in the capital of the Company or a CDI, as applicable.

Shareholder means a holder of a Share (including CDN in its capacity as depository of the CDIs under the ASX Settlement Rules), or holder of a CDI, as applicable.

2. Interpretation

In the Notice and this Explanatory Memorandum, headings and words in bold are for convenience only and do not affect the interpretation of the Notice and this Explanatory Memorandum and, unless the context otherwise requires:

- (a) words importing the singular include the plural and vice versa;
- (b) words importing a gender include any gender;
- (c) other parts of speech and grammatical forms of a word or phrase defined in the Notice or this Explanatory Memorandum have a corresponding meaning;
- (d) a term not specifically defined in the Notice or this Explanatory Memorandum has the meaning given to it (if any) in the Companies Act;
- (e) a reference to a statute, regulation, proclamation, ordinance or by-law includes all statutes, regulations, proclamations, ordinances or by-laws amending, consolidating or replacing it, and a reference to a statute includes all regulations, proclamations, ordinances and by-laws issued under that statute;
- (f) a reference to a document includes all amendments or supplements to, or replacements or novations of, that document;
- (g) a reference to a body (including, without limitation, an institute, association or authority), whether statutory or not:
 - (i) which ceases to exist; or
 - (ii) whose powers or functions are transferred to another body,is a reference to the body which replaces it or which substantially succeeds to its powers or functions; and
- (h) "**include**" and "**including**" are not words of limitation.



KINGSLAND
GLOBAL

ARBN 607 085 790

LODGE YOUR INSTRUCTION



ONLINE

www.linkmarketservices.com.au



BY MAIL

Kingsland Global Ltd
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
Level 12, 680 George Street, Sydney NSW 2000



ALL ENQUIRIES TO

Telephone: +61 1300 554 474



X99999999999

CDI VOTING INSTRUCTION FORM

DIRECTION TO CHESS DEPOSITARY NOMINEES PTY LTD

I/We being a holder of CHESS Depositary Interests (CDIs) of Kingsland Global Ltd (**Company**) hereby direct CHESS Depositary Nominees Pty Ltd (**CDN**) to vote the shares underlying my/our CDI holding at the Annual General Meeting of stockholders of the Company to be held at **10:00am (SGT) on Monday, 29 November 2021 at 15 Kwong Min Road, Singapore 628718**, and at any adjournment or postponement of that Meeting, in accordance with the following directions. By execution of this CDI Voting Instruction Form the undersigned hereby authorises CDN to appoint such proxies or their substitutes in their discretion to vote in accordance with the directions set out below.

VOTING INSTRUCTIONS

Voting instructions will only be valid and accepted by CDN if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an ☒.

Resolutions

| | For | Against | Abstain* | | For | Against | Abstain* |
|---|--------------------------|--------------------------|--------------------------|--|--------------------------|--------------------------|--------------------------|
| 1 Re-election of Zane Lewis as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 5 Approval to Issue Shares and Instruments | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2 Re-election of Jeremiah Lee as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | | | |
| 3 Approval of Appointment of Auditor | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | | | |
| 4 Approval of Directors' Fees | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | | | |



* If you do not mark the "For", "Against" or "Abstain" box your vote will not be counted.

SIGNATURE OF CDI HOLDERS – THIS MUST BE COMPLETED

CDI Holder 1 (Individual)

Sole Director and Sole Company Secretary

Joint CDI Holder 2 (Individual)

Director/Company Secretary (Delete one)

Joint CDI Holder 3 (Individual)

Director

This form should be signed by the CDI Holder in accordance with the instructions overleaf.

KLO PRX21011



HOW TO COMPLETE THIS CDI VOTING INSTRUCTION FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's CDI register. If this information is incorrect, please make the correction on the form. CDI Holders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your CDIs using this form.**

DIRECTION TO CHESS DEPOSITARY NOMINEES PTY LTD

Each CHESS Depositary Interest (CDI) is evidence of an indirect ownership in the Company's shares of common stock (Shares). The underlying Shares are registered in the name of CHESS Depositary Nominees Pty Ltd (CDN). As holders of CDIs are not the legal owners of the Shares, CDN is entitled to vote at the Meetings of stockholders on the instruction of the registered holders of the CDIs.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either holder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with Link. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: with respect to an Australian company, where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place. With respect to a U.S. company or other entity, this form may be signed by one officer. Please give full name and title under the signature.

LODGEMENT OF A CDI VOTING INSTRUCTION FORM

This CDI Voting Instruction Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (SGT) on Saturday, 27 November 2021**, being not later than 48 hours before the commencement of the Meeting. Any CDI Voting Instruction Form received after that time will be invalid.

CDI Voting Instruction Forms may be lodged:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the CDI Voting Instruction Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, stockholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MAIL

Kingsland Global Ltd
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
Level 12
680 George Street
Sydney NSW 2000

*during business hours Monday to Friday (9:00am - 5:00pm) and subject to public health orders and restrictions



COMMUNICATION PREFERENCE

We encourage you to receive all your shareholder communication via email. This communication method allows us to keep you informed without delay, is environmentally friendly and reduces print and mail costs.



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Communications' and click the first button to receive all communications electronically and enter your email address. To use the online facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).