

KITCHEN CULTURE HOLDINGS LTD.

(Registration Number 201107179D)
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("AGM") of KITCHEN CULTURE HOLDINGS LTD. (the "Company") will be held at 25 New Industrial Road, #02-01 KHL Industrial Building, Singapore 536211 on Thursday, 30 April 2015 at 10.00 a.m., for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Report and the Audited Financial Statements for the financial year ended 31 December 2014 together with the Independent Auditor's Report thereon. **(Resolution 1)**
2. To approve the payment of Directors' fees of \$106,000 for the financial year ended 31 December 2014 (2013: \$106,000). **(Resolution 2)**
3. To re-elect Lim Wee Li, a Director retiring pursuant to Article 107 of the Company's Articles of Association. **(Resolution 3)**
(see explanatory note 1)
4. To re-elect Ong Beng Chye, a Director retiring pursuant to Article 107 of the Company's Articles of Association. **(Resolution 4)**
(see explanatory note 2)
5. To appoint KPMG LLP as auditors of the Company in place of the retiring auditors, Baker Tilly TFW LLP, to hold office until the conclusion of the next AGM of the Company and to authorise the Directors to fix their remuneration. **(Resolution 5)**
(see explanatory note 3 and Appendix for details)

AS SPECIAL BUSINESS

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

6. That pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of Section B: Rules of Catalyst of the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual ("Catalist Rules"), the Directors be authorised and empowered to: **(Resolution 6)**
 - (a) (i) allot and 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 may in their absolute discretion deem fit; and
 - (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors 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) (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares and Instruments 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) (as calculated in accordance with sub-paragraph (2) below);
 - (2) (subject to such calculation 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 (1) above, the total number of issued Shares (excluding treasury shares) shall be based on the total number of issued Shares (excluding treasury shares) 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 exercise of share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution; and
 - (c) any subsequent bonus issue, consolidation or subdivision of Shares;
 - (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 SGX-ST) and the Articles of Association for the time being of the Company; and
 - (4) unless revoked or varied by the Company in a general meeting, such authority conferred by this Resolution shall continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.
(see explanatory note 4)
7. To transact any other business that may be properly transacted at an AGM.

BY ORDER OF THE BOARD

Wee Woon Hong
Lim Yii Fan
Company Secretaries

15 April 2015
Singapore

Explanatory Notes:

1. Mr Lim Wee Li will, upon re-election as a Director, remain as the Executive Chairman of the Board of Directors of the Company. Detailed information on Mr Lim Wee Li can be found under the sections entitled "Board of Directors", "Corporate Governance Report" and "Directors' Report" of the Company's Annual Report 2014.
2. Mr Ong Beng Chye will, upon re-election as a Director, remain as the Chairman of the Audit Committee and a member of the Nominating and Remuneration Committees of the Company, and will be considered independent for the purposes of Rule 704(7) of the Catalist Rules. Detailed information on Mr Ong Beng Chye can be found under the sections entitled "Board of Directors", "Corporate Governance Report" and "Directors' Report" of the Company's Annual Report 2014.
3. The Ordinary Resolution 5 proposed in item 5 above is to approve the appointment of KPMG LLP ("KPMG") as auditors of the Company in place of the retiring auditors, Baker Tilly TFW LLP ("Baker Tilly"), to hold office until the conclusion of the next AGM of the Company and to authorise the Directors to fix their remuneration.

An appendix is attached to the Company's Annual Report 2014 to provide shareholders with information relating to the proposed change of auditors to be tabled at the AGM of the Company ("Appendix").

In accordance with the requirements of Rule 712(3) of the Catalist Rules:

- (a) Baker Tilly has confirmed by way of a letter dated 6 April 2015 that it is not aware of any professional reasons why KPMG should not accept appointment as the new auditors of the Company;
 - (b) the Company confirms that there were no disagreements with Baker Tilly on accounting treatments within the last 12 months from the date of the Appendix;
 - (c) the Company confirms that, other than as set out in the Appendix, it is not aware of any circumstances connected with the proposed change of auditors that should be brought to the attention of the shareholders of the Company;
 - (d) the reasons for the proposed change of auditors are to ensure good corporate governance practice and enable the Company to benefit from fresh perspectives and views of another professional audit firm and thus, further enhance the value of the audit. The proposed change of auditors is not due to the dismissal of Baker Tilly nor Baker Tilly declining to continue to serve as auditors of the Company. Please refer to the Appendix for further details; and
 - (e) the Company confirms that it is in compliance with Rules 712 and 715 of the Catalist Rules in relation to the proposed appointment of KPMG as the new auditors of the Company.
4. The Ordinary Resolution 6 proposed in item 6 above, if passed, will empower the Directors, effective until the conclusion of the next AGM of the Company, or the date by which the next AGM 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 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), of which up to 50% may be issued other than on a pro rata basis to shareholders of the Company.

Notes:

- (i) A member of the Company entitled to attend and vote at the above meeting may appoint not more than two proxies to attend and vote instead of him.
- (ii) Where a member appoints two proxies, he shall specify the proportion of his shareholding to be represented by each proxy in the instrument appointing the proxies. A proxy need not be a member of the Company.
- (iii) If the member is a corporation, the instrument appointing the proxy must be under seal or the hand of an officer or attorney duly authorised.
- (iv) The instrument appointing a proxy must be deposited at the Registered Office of the Company at 25 New Industrial Road, #02-01 KHL Industrial Building, Singapore 536211, not less than 48 hours before the time appointed for holding the above meeting.

Personal Data Privacy:

"Personal data" in this Notice of AGM has the same meaning as "personal data" in the Personal Data Protection Act 2012 ("PDPA"), which includes your name and your proxy's and/or representative's name, address and NRIC/Passport number. 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 (i) consents to the collection, use and disclosure of the member's and its proxy(ies)'s or representative(s)'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 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 express 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; (iii) undertakes that the member will only use the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (iv) 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. Your personal data and your proxy's and/or representative's personal data may be disclosed or transferred by the Company to its subsidiaries, its share registrar and/or other agents or bodies for any of the Purposes, and retained for such period as may be necessary for the Company's verification and record purposes.

This notice has been prepared by the Company and its contents have been reviewed by the Company's sponsor ("Sponsor"), Canaccord Genuity Singapore Pte. Ltd., for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ("SGX-ST"). The Sponsor has not independently verified the contents of this notice.

This notice has not been examined or approved by the SGX-ST and 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 Alex Tan, Chief Executive Officer, Canaccord Genuity Singapore Pte. Ltd., at 77 Robinson Road #21-02 Singapore 068896, telephone (65) 6854-6160.