

# NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that Annual General Meeting of the Company will be convened and held by way of electronic means on Friday, 29 April 2022 at 3.00 p.m. for the purpose of transacting the following business:-

## AS ORDINARY BUSINESS

1. To receive, consider and adopt the Directors' Statement and Audited Financial Statements of the Company for the financial year ended 31 December 2021 together with the Independent Auditors' Report thereon. **(Resolution 1)**
2. To approve the proposed Directors' fees of up to S\$150,000 for the financial year ending 31 December 2022, to be paid quarterly in arrears. **(Resolution 2)**
3. To re-elect Mr Tan Kwee Chai as Director of the Company who retired by rotation pursuant to Regulation 98 of the Constitution of the Company. *[See Explanatory Note (a)]* **(Resolution 3)**
4. To note the retirement of Mr Lee Dah Khang as a Director of the Company pursuant to Regulation 98 of the Constitution of the Company. *[See Explanatory Note (b)]*
5. To re-elect Datuk Yap Kheng Fah as Director of the Company pursuant to Regulation 102 of the Constitution of the Company. *[See Explanatory Note (c)]* **(Resolution 4)**
6. To note Messrs Ernst & Young LLP not seeking re-appointment as Auditors of the Company. *[See Explanatory Note (d)]*
7. 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 as Ordinary Resolutions, with or without modifications:

### 8. AUTHORITY TO ALLOT AND ISSUE SHARES

"That pursuant to Section 161 of the Companies Act 1967 of Singapore ("**Companies Act**") and Rule 806 of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual Section B: Rules of Catalist ("**Catalist Rules**"), authority be and is hereby given to the Directors of the Company to:

- (a)
  - (i) allot and issue shares in the capital of the Company ("**Shares**") (whether by way of rights, bonus or otherwise); and/or
  - (ii) make or grant offers, agreements or options or convertible securities (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

- (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 of the Company while this Resolution was in force,

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provided that:

- (1) the aggregate number of the Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings and as calculated in accordance with sub-paragraph (2) below), and provided further that where shareholders of the Company (“**Shareholders**”) are not given the opportunity to participate in the same on a pro-rata basis, then the Shares to be issued under such circumstances (including the Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings and as calculated in accordance with sub-paragraph (2) below);
  - (2) (subject to such manner of calculation as may be prescribed by the SGX-ST from time to time) for the purpose of determining the aggregate number of the 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) at the time of passing 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 which are outstanding or subsisting at the time this Resolution is passed, provided that such share options or share awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules of the SGX-ST; 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 requirements imposed by the SGX-ST from time to time and the provisions of the Catalist Rules of the SGX-ST for the time being in force (in each case, unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act and otherwise, and the Constitution of the Company for the time being; and
  - (4) unless revoked or varied by the Company in a general meeting, such authority so conferred 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 (e)]* **(Resolution 5)**

## 9. AUTHORITY TO ALLOT AND ISSUE SHARES UNDER THE LY PERFORMANCE SHARE PLAN

“That pursuant to Section 161 of the Companies Act and the provisions of the LY Performance Share Plan (“**LYPSP**”), authority be and is hereby given to the Directors of the Company to allot and issue from time to time such number of Shares as may be required to be issued pursuant to the vesting of awards under the LYPSP, provided always that the aggregate number of additional ordinary Shares to be allotted and issued pursuant to LYPSP shall not exceed 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company from time to time.”

*[See Explanatory Note (f)]* **(Resolution 6)**

## 10. RENEWAL OF THE INTERESTED PERSON TRANSACTIONS MANDATE

“That:

- (a) approval be and is hereby given, for the purposes of Chapter 9 of the Catalist Rules of the SGX-ST, for the Company, its subsidiaries and associated companies that are entities at risk (as that term is used in Chapter 9 of the Catalist Rules of the SGX-ST), or any of them, to enter into any of the transactions falling within the types of interested person transactions described in the Appendix to Annual Report dated 11 April 2022 (the “**Appendix**”) with the interested persons described in the Appendix, provided that such transactions are made on normal commercial terms and are not prejudicial to the interest of the Company or its minority shareholders, and in accordance with the review procedures for such interested person transactions as set out in the Appendix (the “**IP General Mandate**”);

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- (b) the IPT General Mandate shall, unless revoked or varied by the Company in a general meeting, continue to be in force until the date that the next Annual General Meeting of the Company is held or required by law to be held; and
- (c) the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary or in the interests of the Company to give effect to the IPT General Mandate and/or this Resolution.”

[See Explanatory Note (g)]

**(Resolution 7)**

## 11. RENEWAL OF THE SHARE BUYBACK MANDATE

“That:

- (1) for the purposes of Section 76C and 76E of the Companies Act, and such other laws and regulations as may for the time being be applicable, the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire Shares (excluding treasury shares) not exceeding in aggregate the Prescribed Limit (as defined herein), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as defined herein), whether by way of;

- (a) on-market purchases transacted through the ready market of the SGX-ST, or through one or more duly licensed stock brokers appointed by the Company for the purpose (“**Market Purchase**”); and/or
- (b) off-market purchases otherwise than on a securities exchange, in accordance with an equal access scheme as defined in Section 76C of the Companies Act and as may be determined or formulated by the Directors as they consider fit, which scheme shall satisfy all the conditions prescribed by the Companies Act, the Constitution of the Company and the Catalist Rules of the SGX-ST (“**Off-Market Purchase**”),

be and is hereby authorised and approved generally and unconditionally (“**Share Buyback Mandate**”);

- (2) any Share that is purchased or otherwise acquired by the Company pursuant to the Share Buyback Mandate shall, at the discretion of the Directors, either be cancelled or held as treasury shares and dealt with in accordance with the Companies Act;
- (3) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors to purchase Shares pursuant to the Share Buyback Mandate may be exercised by the Directors any time and from time to time, on and from the date of the passing of this resolution, up to the earliest of:
  - (a) the date on which the next annual general meeting is held or is required by law to be held;
  - (b) the date on which the purchases or acquisitions of Shares by the Company pursuant to the Share Buyback Mandate have been carried out to the full extent mandated; or
  - (c) the date on which the authority conferred by the Share Buyback Mandate is revoked or varied by Shareholders in a general meeting (“**Relevant Period**”);
- (4) in this resolution:

“**Average Closing Price**” means the average of the closing market prices of the Shares over the last five (5) market days on which transactions in the Shares were recorded, preceding the date of the Market Purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted, in accordance with the Catalist Rules of the SGX-ST, for any corporate action that occurs during the relevant five (5) day period and the day on which the purchases are made;

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“**date of the making of the offer**” means the day on which the Company announces its intention to make an Off-Market Purchase from the Shareholders, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase;

“**Maximum Price**” in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, commissions, stamp duties, applicable goods and services tax, clearance fees and other related expenses) to be paid by the Company for the Shares as determined by the Directors must not exceed the maximum price as set out below:

- (a) in the case of a Market Purchase, 105% of the Average Closing Price of the Shares; and
- (b) in the case of an Off-Market Purchase, 120% of the Average Closing Price of the Shares;

“**Prescribed Limit**” means that number of issued Shares representing 10% of the total number of issued Shares as at the date of the passing of this resolution (excluding any treasury shares and subsidiary holdings as at that date), unless the Company has, at any time during the Relevant Period, reduced its share capital in accordance with the applicable provisions of the Companies Act. In which event, the total number of Shares of the Company shall be taken to be the total number of Shares of the Company altered; and

- (5) any Director be and is hereby authorised, in his absolute discretion, to do any and all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds, and to approve any amendment, alteration or modification to any document, as he may consider necessary, desirable or expedient or in the interest of the Company to give effect to the matters referred to in this resolution and the taking of any and all actions whatsoever, by any Director on behalf of the Company in connection with the Share Buyback Mandate prior to the date of the Annual General Meeting be and are hereby approved, ratified and confirmed.”

[See Explanatory Note (h)]

**(Resolution 8)**

## 12. CHANGE OF AUDITOR FROM ERNST & YOUNG LLP TO PRICEWATERHOUSECOOPERS LLP

“That:

- (a) the retirement of Messrs Ernst & Young LLP (“**EY**”) as Auditors of the Company at the conclusion of the Annual General Meeting be noted and in place thereof, Messrs PricewaterhouseCoopers LLP (“**PwC**”) having consented to act, be and is hereby appointed as Auditors of the Company, to hold office until the conclusion of the next Annual General Meeting of the Company at a remuneration and on such terms as may be agreed between the Directors of the Company with PwC; and
- (b) the Directors and any one of them be and are hereby authorised and empowered to approve and complete and do all such acts and things (including to approve, modify, ratify, sign, seal, execute and deliver all such documents as may be required) as they or he may consider expedient, desirable, necessary or in the interests of the Company to give effect to the Proposed Change of Auditors and/or this Resolution.”

[See Explanatory Note (i)]

**(Resolution 9)**

By Order of the Board

Chan Wan Mei  
Company Secretary

11 April 2022  
Singapore

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## Explanatory Notes:

- (a) If re-elected under Resolution 3, Mr Tan Kwee Chai will relinquish his position as the Executive Chairman and remain as the Executive Director of the Company. Mr Tan Kwee Chai is father of Mr Tan Yong Chuan (Executive Director and Chief Executive Officer), and uncle of Ms Tan Ai Luang (Executive Director). Key information on Mr Tan Kwee Chai, who is seeking re-election as a Director of the Company, can be found under the “Board of Directors” and “Disclosure of information on Directors seeking re-election” sections of the Annual Report.
- (b) Mr Lee Dah Khang has indicated that he will not be seeking re-election as Director of the Company and will retire at the conclusion of the Annual General Meeting (“AGM”). Upon Mr Lee’s retirement, he will cease as Lead Independent Director, Chairman of the Nominating Committee, a member of Audit and Risk Committee and a member of Remuneration Committee.
- (c) If re-elected under Resolution 4, Datuk Yap Kheng Fah will remain as the Independent Director, Chairman of the Nominating Committee, a member of Audit and Risk Committee and a member of Remuneration Committee, and be considered independent for the purposes of Rule 704(7) of the Catalist Rules of the SGX-ST. Datuk Yap Kheng Fah has no relationships with the Company, its related corporation, its substantial shareholders or its Directors. Key information of Datuk Yap Kheng Fah, who is seeking re-election as a Director of the Company, can be found under the “Board of Directors” and “Disclosure of information on Directors seeking re-election” sections of the Annual Report.
- (d) Messrs Ernst & Young LLP did not seek re-appointment as auditors of the Company upon their retirement at the AGM for the ensuing financial year ending 31 December 2022.
- (e) The proposed Ordinary Resolution 5, if passed, will empower the Directors of the Company from the date of the AGM until the date of the next AGM, to allot and issue Shares and/or instruments at any time. The aggregate number of Shares that the Directors may allot and issue under this Resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed 100% of the issued Shares (excluding treasury shares and subsidiary holdings), of which the total number of Shares to be issued (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) other than on a pro rata basis to existing shareholders shall not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings), at the time this Resolution is passed. The authority will, unless previously revoked or varied at a general meeting, expire at the next AGM of the Company or the date by which the AGM of the Company is required by law to be held, whichever is earlier.
- (f) The proposed Ordinary Resolution 6, if passed, will empower the Directors of the Company to allot and issue Shares of up to a number not exceeding in total 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) from time to time pursuant to the grant of share awards under the LYPSP.
- (g) The proposed Ordinary Resolution 7, if passed, will empower the Directors of the Company to do all acts necessary to give effect to the IPT General Mandate as described in the Appendix. The authority shall, unless revoked or varied by the Company in a general meeting, continue to be in force until the date that the next AGM of the Company is held or required by law to be held.
- (h) The proposed Ordinary Resolution 8, if passed, will empower the Directors of the Company, to do all acts necessary to give effect to the Share Buyback Mandate as described in the Appendix and to repurchase Shares by way of Market Purchases or Off-Market Purchases of up to 10% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the Maximum Price. The authority shall, unless revoked or varied by the Company in a general meeting, continue to be in force until the date that the next AGM of the Company is held or required by law to be held.
- (i) The proposed Ordinary Resolution 9, if passed, will empower the Directors of the Company, to do all acts necessary for the Proposed Change of Auditors from EY to PwC, as described in the Appendix. The authority shall, unless revoked or varied by the Company in a general meeting, continue to be in force until the date that the next AGM of the Company is held or required by law to be held.
- (a) EY has confirmed to PwC by way of a letter of professional clearance dated 5 April 2022 that it is not aware of any professional reasons why PwC should not accept appointment as the new Auditors;
- (b) the Company confirms that there are no disagreements with EY on accounting treatments within the last 12 months up to the date of their retirement at the conclusion of this AGM;
- (c) the Company confirms that it is not aware of any circumstances connected with the Proposed Change of Auditors from EY to PwC that ought to be brought to the attention of the shareholders of the Company which has not been disclosed in the Appendix;
- (d) the Company confirms that the specific reasons for the Proposed Change of Auditors from EY to PwC are disclosed in Section 4 of the Appendix. The Proposed Change of Auditors from EY to PwC is neither due to the dismissal of EY nor EY declining to stand for election; and
- (e) the Company confirms that it complies with Rules 712 and 715 of the Catalist Rules in relation to the proposed appointment of PwC as its new Auditors.

For more information relating to this Ordinary Resolution 9, please refer to the Appendix.

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## Important Notes:

1. The Annual General Meeting (“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. Accordingly, this Notice will be sent to members by electronic means via publication on the Company’s website at the URL <https://www.lyfurniture.com> and is also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>. For convenience, printed copies of this Notice will also be sent by post to members.
2. Due to the current COVID-19 restriction orders 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 (a) watching the AGM proceedings via “live” webcast or listening to the AGM proceedings via “live” audio feed, (b) submitting questions in advance of the AGM, and/or (c) voting by proxy at the AGM. Shareholders who wish to watch the “live” webcast of the AGM or listen to the “live” audio feed of the AGM proceedings and/or submit questions in advance of the AGM, are to register at <https://lyfurnitureagm.listedcompany.com/agm-2022/> (the “**Registration and Q&A Link**”) by 2.00 p.m. on 19 April 2022 (the “**Registration Deadline**”) to enable the Company to verify their status. Following the verification, authenticated shareholders will receive an email by 2.00 p.m. on 28 April 2022 containing a link which they can click on to access the “live” webcast and a telephone number which they can dial to listen to the “live” audio feed of the AGM proceedings.

Shareholders who register by the Registration Deadline but do not receive an email response by 2.00 p.m. on 28 April 2022 may contact the Company by email to [agm@lyfurniture.com](mailto:agm@lyfurniture.com).

Please note that shareholders will not be able to ask questions at the AGM “live” during the webcast and audio feed, and therefore shareholders should pre-register their participation in order to submit their questions in advance of the AGM. Shareholders may submit questions relating to the items on the agenda of the AGM via the Registration and Q&A Link. All questions must be submitted by the Registration Deadline.

The Management and the Board of Directors of the Company will endeavour to address all substantial and relevant questions received from members prior to the AGM by publishing the responses to those questions on SGX website at the URL <https://www.sgx.com/securities/company-announcements> and the Company’s website at the URL <https://www.lyfurniture.com> before 3.00 pm on 24 April 2022. Where substantial and relevant questions submitted by members are unable to be addressed prior to the AGM, the Company will address them at the AGM.

3. **A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such member wishes to exercise his/her/its voting rights at the AGM.** This proxy form may be accessed at the Company’s website at the URL <https://www.lyfurniture.com>, and on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>. Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it 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. CPF or SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 19 April 2022.
4. The Chairman of the Meeting, as proxy, need not be a member of the Company.
5. The instrument appointing the Chairman of the Meeting as proxy must be submitted to the Company in the following manner:
  - (a) if submitted by post, be lodged with the Company’s Share Registrar address at 80 Robinson Road, #11-02, Singapore 068898; or
  - (b) if submitted electronically, be submitted via email to the Company at [agm@lyfurniture.com](mailto:agm@lyfurniture.com),

in either case, at least 72 hours before the time appointed for holding the AGM.

A member who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

**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.**

6. The Annual Report and the Appendix may be accessed at the Company’s website at the URL <https://www.lyfurniture.com> and on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

## PERSONAL DATA PRIVACY

By submitting an instrument appointing the Chairman of the Meeting as proxy to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of the appointment of Chairman of the Meeting as proxy for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.