

崐控股有限公司

KOON HOLDINGS LIMITED (Company Registration No 200303284M)

(ARBN 105 734 709)

NOTICE IS HEREBY GIVEN that the Fourteenth Annual General Meeting of the Company will be held at 48 Boon Lay Way, Singapore 609961, The Chevrons, Violet Room on Level 3, on Thursday, 27 April 2017 at 10.00 a.m. for the following purposes: AS ORDINARY BUSINESS

To receive and adopt the Audited Accounts for the financial year ended 31 December 2016 (Resolution 1) together with the Directors' Statement and the Auditor's Report of the Company.

To re-elect Mr Ko Chuan Aun who is retiring under Article 91 of the Company's Constitution.

Mr Ko Chuan Aun will, upon re-election as a Director of the Company, remain the Chairman (Resolution 2) of the Remuneration Committee, a member of the Audit and Risk Committee and a member of the Nominating Committee.

To re-elect Mr Oh Koon Sun who is retiring under Article 91 of the Company's Constitution. (Resolution 3)

To re-elect Ms Glenda Mary Sorrell-Saunders who is retiring under Article 91 of the Company's Constitution.

Ms Glenda Mary Sorrell-Saunders will, upon re-election as a Director of the Company, remain (Resolution 4)

the Chairman of the Nominating Committee, a member of the Audit and Risk Committee and a member of the Remuneration Committee.

To approve Directors' fees of \$\$270,000 for the financial year ended 31 December 2016. (Resolution 5)

To re-appoint Ernst & Young LLP as the Company's Auditor and to authorise the Directors (Resolution 6)

to fix their remuneration.

To transact any other business that may be transacted at an Annual General Meeting. AS SPECIAL BUSINESS

To consider and, if thought fit, to pass each of the following resolutions as an Ordinary Resolution, with or without modifications:

"That pursuant to Section 161 of the Companies Act, Cap. 50 and the listing rules of the (Resolution 7) Singapore Exchange Securities Trading Limited, authority be and is hereby given to the Directors to allot and issue:

shares in the capital of the Company (whether by way of bonus, rights or otherwise); or convertible securities; or

(iii) additional convertible securities arising from adjustments made to the number of convertible securities previously issued in the event of rights, bonus or capitalisation issues; or

(iv) shares arising from the conversion of convertible securities in (ii) and (iii) above, at any time and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit provided that the aggregate number of equity securities to be issued pursuant to this Resolution does not exceed fifty per cent (50%) of the total number of issued shares excluding treasury shares as at the date of this Resolution, or such other limits as may be precedibled by the lighter rules of the Strangers Explangers Securities Trading of issued shares excluding treasury shares as at the date of this Resolution, or such other limit as may be prescribed by the listing rules of the Singapore Exchange Securities Trading Limited and ASX Listing Rule 7.1, of which the aggregate number of shares and convertible securities to be issued other than on a pro-rata basis to shareholders of the Company does not exceed fifteen per cent (15%) of the total number of issued shares excluding treasury shares as at the date of this Resolution, or such other limit as may be prescribed by the listing rules of the Singapore Exchange Securities Trading Limited and ASX Listing Rule 7.1, and, unless revoked or reduced by the Company in general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting or the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier. For the purpose of determining the aggregate number of shares that may be issued pursuant to this Resolution, the percentage of the total number of issued shares excluding treasury shares is based on the total number of issued shares of issued shares excluding treasury shares is based on the total number of issued shares excluding treasury shares at the date of this Resolution after adjusting for new shares arising from the conversion or exercise of any convertible securities or employee stock options in

from the conversion or exercise of any convertible securities or employee stock options in issue as at the date of this Resolution and any subsequent consolidation or subdivision of the Company's shares."

[See Explanatory Note (i)]
"That, in accordance with ASX Listing Rule 10.14 and for all other purposes, the Board (Resolution 8) of Directors of the Company be and is hereby authorised to grant awards ("Awards") to executive Directors of the Company in accordance with the provisions of the Koon Holdings Employee Performance Share Plan ("Koon EPSP") and pursuant to Section 161 of the Companies Act, Cap. 50, to allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued nursuant to the grant of Awards Companies Act, Cap. 50, to allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the grant of Awards under the Koon EPSP and in the event a share buyback mandate is subsequently approved by the shareholders, to apply any shares purchased under the Share Buyback Mandate toward the satisfaction of Awards granted under the Koon EPSP provided that the aggregate number of shares available under the Koon EPSP shall not exceed five per cent (5%) of the total issued share capital of the Company from time to time."

Voting exclusion: the Company will disregard any votes cast on a resolution by:

any director of the Company who is eligible to participate in the Koon EPSP in respect of which the approval is sought, namely Mr Yuen Kai Wing, Mr Oh Keng Lim and Mr Oh Koon Sun; and

an associate of those persons.

However, the Company need not disregard a vote if:

 However, the Company need not disregard a vote if:
 it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or 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 to vote as the proxy decides.

[See Explanatory Note (ii)]
"That, in accordance with ASX Listing Rule 10.1 as varied by the waiver granted to the (Resolution 9) Company by ASX on 1 November 2012 and for all other purposes, the Company be permitted

and authorised to:

and authorised to:

(a) enter into and carry out joint venture arrangements between the Company's subsidiaries and subsidiaries of ASL Marine Holdings Ltd, through the joint venture companies, Sindo-Econ Pte Ltd and PT Sindomas Precas, in relation to a plant in Batam, Indonesia for the manufacture of precast concrete products; and

(b) order precast concrete products from this plant, in accordance with the terms of the Joint Venture Agreement, as described in paragraph (iii) of the Explanatory Notes."

Note: The Independent Expert has determined that this transaction is fair and reasonable to shareholders.

Voting exclusion: The Company will disregard any votes cast on this resolution by a party to the transaction and any associate of these persons. Accordinaly, the Company will disregard

voting exclusion: The Company will disregard any votes cast of this resolution by a party the transaction and any associate of these persons. Accordingly, the Company will disregard votes cast by Mr Ang Sin Liu, Mr Ang Ah Nui and their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled vote in accordance with the directions on the proxy form or 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 to vote as the proxy decides.

[See Explanatory Note (iii)]

[See Explanatory Note (iii)] By Order of the Board Ong Beng Hong/Tan Swee Gek

Joint Company Secretaries

12 April 2017

Resolution 7
The Ordinary Resolution proposed in item 8 above, if passed, will empower the Directors from the passing

Explanatory Notes

of the above Meeting until the date of the next Annual General Meeting, to allot and issue shares and convertible securities in the Company up to an amount not exceeding, in total, 50% of the issued share capital of the Company at the time of passing of this resolution, of which up to 15% may be issued other than on a pro-rata basis to shareholders. **Resolution 8** Background The Ordinary Resolution proposed in item 9 above, if passed, will authorise the Directors to grant the award of shares in accordance with the provisions of the Koon EPSP and pursuant to ASX Listing Rule 10.14 and Section 161 of the Companies Act, Cap 50, to allot and issue shares under the Koon EPSP.

The Koon EPSP extends to participation by Directors of the Company.

The Company is seeking shareholder approval under ASX Listing Rule 10.14 to issue shares under the Koon EPSP to executive Directors. ASX Listing Rules
ASX Listing Rules 10.14 provides that a company must not permit a director or any of his associates to

acquire securities under an employee incentive scheme without the approval of shareholders.

ASX Listing Rule 10.15A disclosure

Pursuant to ASX Listing Rule 10.15A, the following information is provided regarding ASX Listing

Rule 10.14 approval:

(a) ASX Listing Rule 10.15A.1: If the person is not a director, details of the relationship between the

person and the director
Mr Yuen Kai Wing, Mr Oh Keng Lim, Mr Oh Koon Sun, all of whom are currently executive Directors of the Company.

ASX Listing Rule 10.15A.2: Maximum number of securities to be issued to the person and formula for calculating number of securities to be issued.

The maximum number of securities to be issued under the Koon EPSP is 13,154,890 shares. This has

been calculated through multiplying the total number of ordinary shares in issue being 263,097,800 shares by 5%. The total number of shares which may be granted under the Koon EPSP shall not exceed 5% of the issued ordinary shares of the Company on the day preceding the relevant date of award.

ASX Listing Rule 10.15A.3: Price of the securities, including the formula for calculating price

The shares are issued for nil consideration to participants under the Koon EPSP.

ASX Listing Rule 10.15A.4: Names of all persons who received securities under the scheme since the (d)

Ask approval, the number of securities received and price of each security
Nil shares were issued since the date of the last approval.

ASX Listing Rule 10.15A.5: Names of all eligible executive Directors entitled to participate in the (e)

scheme
Mr Yuen Kai Wing, Mr Oh Keng Lim and Mr Oh Koon Sun.
ASX Listing Rule 10.15A.6: A voting exclusion statement
A voting exclusion statement is included in the notice.
ASX Listing Rule 10.15A.7: Terms of any loan in relation to the acquisition of securities
Not applicable.
ASX Listing Rule 10.15A.8: Statement
Details of group bargs insued updge the Keon ERED will be published in each appeal of

(g) (h)

ASA LISTING NUILE 10.15A.8: Statement

Details of any shares issued under the Koon EPSP will be published in each annual report of the Company relating to a period in which shares have been issued, and that approval for the issue of the shares was obtained under ASX Listing Rule 10.14.

Any additional persons who become entitled to participate in the Koon EPSP after this resolution is approved and who were not named in this notice will not participate until approval is obtained under ASX Listing Rule 10.14.

ASY Listing Rule 10.14. ASX Listing Rule 10.15A.9: Date by which securities will be issued
If shareholders approve this resolution, the issue and allotment of the shares to Mr Yuen Kai Wing,
Mr Oh Keng Lim and Mr Oh Koon Sun, will occur no later than three years after the date of this Annual

General Meeting. Resolution 9 seeks to refresh shareholder approval for the Company to continue to carry out joint venture arrangements as varied between the Company's subsidiaries Econ Precast Pte Ltd (**Econ Precast**), Contech Precast Pte Ltd (**Contech Precast**) and subsidiaries of ASL Marine Holdings Ltd (**ASL**), through the joint

venture companies, Sindo-Econ Pietasi) and substituties of ASE Mainle Holdings Ltd (ASE), introductine John venture companies, Sindo-Econ Piet Ltd (Sindo-Econ) and PT Sindomas Precas (Batam JV) (Sindo-Econ and Batam JV collectively referred to as "Joint Venture"), to continue operating a plant in Batam, Indonesia for the manufacture of precast concrete products and the supply of precast concrete products from this plant, in accordance with the terms of the joint venture agreement, as described below.

Background
The Company had entered into a joint venture arrangement with ASL in 2013 to establish a plant in Batam, Indonesia for the manufacture of precast concrete products. A joint venture company, Sindo-Econ, was established in May 2013 by the Company's wholly owned subsidiary, Econ Precast and Intan Overseas Investments Pte Ltd (Intan Overseas Investments), a wholly owned subsidiary of ASL. Each of Econ Precast and Intan Overseas Investments has a 50% equity interest in Sindo-Econ. In November 2013, Sindo-Econ, Econ Precast and Intan Overseas Investments acquired the entire issued share capital of Batam JV for the purpose of eact biliciping the plant and undertaking the precast constituce in Retarn Indonesia. Sindo-Econ. purpose of establishing the plant and undertaking the precast operations in Batam, Indonesia. Sindo-Econ holds a 90% equity interest in Batam JV while each of Econ Precast and Intan Overseas Investments holds a 5% equity interest in Batam JV. The structure of the joint venture is set out in the diagram below



Shareholders' approval for the general framework of the Joint Venture was obtained at the 2014 Annual General Meeting held on 29 April 2014. In accordance with the waiver from ASX Listing Rule 10.1 granted by ASX dated 1 November 2012, the Company must seek shareholder approval for the general framework of the Joint Venture every three years from the date shareholder approval is obtained. Accordingly, the Company is hereby seeking renewal of the shareholder approval for the general framework of the Joint Venture at the 2017 annual general meeting. Joint Venture Agreement

Joint Venture Agreement
The Joint Venture Agreement is the "umbrella agreement" for this transaction. The Joint Venture Agreement
was entered into on 14 March 2014 by the Company and its subsidiaries, Econ Precast, Contech Precast,
Bukit Intan Pte Ltd (Bukit Intan), Sindo-Econ, Batam JV, ASL and ASL's subsidiaries, ASL Offshore &
Marine Pte Ltd (ASLOM) and PT Cemara Intan Shipyard (PT CIS) and sets out the terms upon which the
parties established and conducted the joint venture precast operations at Batam, Indonesia with effect from
1 January 2014 (2014 JV Arrangement). During 2016, the parties have made some amendments to the
subcontract arrangement taking effect from 1 October 2016 (2016 JV Variations). The principal terms of
the 2014 JV Arrangement and the 2016 JV Variations are similar as set out below.

Between Bukit Intan, Sindo-Econ, Batam JV and ASL

2014 JV Arrangement

Econ Precast and/or Contech Precast will, at their sole discretion, subcontract external precast orders to Bukit Intan. The subcontract value (Initial Subcontract Value) awarded to Bukit Intan will be calculated to be 90% of the order price secured by Econ Precast or Contech Precast from external parties.

Upon receiving the subcontract award from Econ Precast or Contech Precast, Bukit Intan will in turn award the production subcontract to Batam JV at an agreed price (Production Subcontract Price) and will provide part of the raw materials required (Key Raw Materials) to Batam JV for precast operations.

ASLOM, a subsidiary of ASL, has entered into a transport agreement with Bukit Intan in accordance with which ASLOM will undertake the marine transport logistics for the delivery of goods between Batam, Indonesia and Singapore at an agreed price (ASL Freight Charge).

The Production Subcontract Price will be calculated to be 97% of the Initial Subcontract Value after deducting the costs of Key Raw Materials and the ASL Freight Charge.

Sindo-Econ owns the majority of the movable plant and equipment which will be used by Batam JV in 2014 JV Arrangement

Sindo-Econ owns the majority of the movable plant and equipment which will be used by Batam JV in its precast operations. In consideration for the use of the plant and equipment by Batam JV, Sindo-Econ will charge Bukit Intan an agreed agency fee (JV Agency Fee) which will be calculated to be 8% of the Production Subcontract Price.

2016 JV Variations effective from 1 October 2016

Econ Precast and/or Contech Precast will, at their sole discretion, subcontract external precast orders directly to Sindo-Econ. The subcontract value (2016 Subcontract Value) awarded to Sindo-Econ will be calculated to be 92% of the order price secured by Econ Precast or Contech Precast from external parties. Sindo-Econ will in turn award the production subcontract to Batam JV and will provide the Key Raw Materials to Batam JV and will provide the Key Raw Materials to Batam JV for precast operations.

JV for precast operations.

In view of the change in subcontract award directly to Sindo-Econ, the following arrangements have been modified under the 2016 JV Variations:

Sindo-Econ has ceased to charge JV Agency Fee to Bukit Intan under the 2016 JV Variations;

ASLOM has entered into various transport agreements directly with Sindo-Econ in accordance with which ASLOM will undertake the marine transport logistics for the delivery of goods between Batam, Indonesia and Singapore at an agreed price (2016 ASL Freight Charge);

to cater for the anticipated increasing volume of precast production at Batam JV going forward, Econ Precast will also provide marine transport logistics for the delivery of goods between Batam, Indonesia and Singapore. The freight rate chargeable by Econ Precast to Sindo-Econ will be pegged to the 2016 ASL Freight Charge; and

in addition, Econ Precast may procure additional plant and machinery required for the operation of the Batam JV. Econ Precast will charge machine rental to Sindo-Econ which will be pegged to the market machine rental rate.

Shareholders should note that under the 2016 JV Variations the award of subcontracts by Econ Precast

Shareholders should note that under the 2016 JV Variations the award of subcontracts by Econ Precast and Contech Precast to Sindo-Econ will be made on arms length commercial terms in the ordinary course of business of Econ Precast and Contech Precast and will be the same, in all material respects (save for the subcontract value), as the terms of precast orders made by customers of Econ Precast and Contech Precast. Shareholders should also note that the financial risk and rewards of the activities of Sindo-Econ and Batam JV will be shared equally between the Company and ASL in accordance with their respective 50% equity interests in Sindo-Econ and Detem interests in Sindo-Econ and Batam JV. Between Batam JV and ASL

PT CIS, a subsidiary of ASL, owns the land at Batam, Indonesia where the precast operations are conducted by Batam JV. PT CIS has entered into various lease agreements with Batam JV in accordance with which Batam JV leases the premises as well as workshop and storage facilities, including the use of immovable infrastructure facilities built by PT CIS for use in the precast operations, at agreed monthly rental rates calculated by reference to the areas of land, workshop and storage facilities occupied by Batam JV (ASL Rental). Purchase of Plant and Equipment by Sindo-Econ and Batam JV

To facilitate the establishment of the precast manufacturing plant at Batam, Indonesia, Sindo-Econ has procured the movable plant and equipment for use by Batam JV in its precast operations from subsidiaries of the Company and ASL as well as from external suppliers. Batam JV has also procured certain smaller equipment (including precast moulds) required for its precast operations. Batam JV will procure its equipment from subsidiaries of the Company and ASL as well as

from external suppliers. Joint venture arrangements subject to shareholder approval

Joint venture arrangements subject to shareholder approval
The parties to the Joint Venture Agreement acknowledge and agree that the Company is required to obtain shareholder approval for the framework of the joint venture as documented in the Joint Venture Agreement, and if shareholder approval is obtained, the Company will be permitted to enter into and carry out the Joint Venture Agreement for a period of three years after the date of shareholder approval.

If shareholder approval is not obtained at the 2017 annual general meeting of the Company, the Company may at any time after the date of the 2017 annual general meeting, terminate the Joint Venture Agreement. If shareholder approval is obtained at the 2017 annual general meeting of the Company, the Company may at any time that is three years after the date of the 2017 annual general meeting, terminate the Joint Venture Agreement. The Company may seek to obtain further shareholder approvals and such other regulatory approvals (as may be required) at a later annual general meeting to extend the operation of the Joint Venture Agreement beyond the initial three year period.

If the Joint Venture Agreement is terminated:

Agreement beyond the initial unite year period. If the Joint Venture Agreement is terminated:

the Company and its subsidiaries are liable only for goods and services which are reasonably acceptable to the Company and which were delivered or performed before the effective date of termination; and the Company and its subsidiaries are not liable to pay compensation for termination of the Joint Venture Agreement, and ASL and its subsidiaries are not entitled to compensation for loss of prospective profits for termination.

ASX Listing Rule 10.1
ASX Listing Rule 10.1 provides that an entity must ensure that neither it, nor any of its child entities, acquires

a substantial asset from, or disposes of a substantial asset to, inter alia, a related party or a substantial holder (if the person and the person's associates have a relevant interest, or had a relevant interest at any time in the six months before the transaction, in at least 10% of the total votes attached to the voting

securities) or an associate of them.

Under ASX Listing Rule 10.2, an asset is substantial if the value of the asset, or the value of the consideration being paid for it is, or in ASX's opinion it is, 5% or more of the Company's equity interests as set out in the latest accounts lodged with ASX.

Based on the most recent accounts lodged with the ASX, the Company's equity interests (sum of paid up

Based on the most recent accounts lodged with the ASX, the Company's equity interests (sum of paid up capital, reserves and accumulated profits or losses, disregarding redeemable preference share capital and outside equity interests as shown in the consolidated financial statements of the Company as at 31 December 2016) is \$\$58,174,000. Accordingly, an asset will be considered substantial if the value of the asset is at least 5% of the Company's equity interests, i.e.\$\$2,908,700 (5% Threshold).

The Company expects that, over time, the value of its dealings with Sindo-Econ and Batam JV in connection with the precast operations in Batam will exceed this threshold.

The purpose of ASX Listing Rule 10.1 is to ensure that a person of influence cannot benefit from a significant acquisition or disposal involving the listed entity.

Rivertor's interests

acquisition or disposal involving the listed entity.

Director's interests

Mr Ang Sin Liu is the Non-Executive Chairman of the Company and is the founder of ASL. Mr Ang Ah Nui is a Non-Executive Director of the Company and is also an executive director of ASL. Mr Ang Sin Liu is the father of Mr Ang Ah Nui. Together they hold an aggregate interest of 53.68% (of which 24.08% is held under nominees) of the Company's shares and, if the interests of other immediate family members are included, the total aggregate interest is increased to 53.79% (of which 24.08% is held under nominees). Mr Ang Sin Liu and Mr Ang Ah Nui are also shareholders of ASL holding 10.79% (of which 1.47% is held under nominee) and 14.79% (of which 12.31% is held under nominee) respectively, and together they hold an aggregate interest of 25.58% (of which 13.78% is held under nominees) in ASL, which is increased to 67.22% if other immediate family members are included in the total aggregate interest as well. Therefore, for the purposes of ASX Listing Rule 10.1, ASL and its subsidiaries are associates of substantial holders, Mr Ang Sin Liu and Mr Ang Ah Nui.

ASX Listing Rule 10.1 applies to Joint Venture Agreement

ASX Listing Rule 10.1 waiver

On November 1, 2012 the Company obtained a waiver from the ASX from the operation of ASX Listing Rule 10.1 which permits the Company to order precast concrete products from Batam JV for a period of three years from the date shareholder approval is obtained under ASX Listing Rule 10.1 on the following products.

Intons:

The Company obtain shareholder approval for the general framework of the standard form of the Joint Venture and the notice of meeting, in the opinion of ASX, contains satisfactory details of the general framework of the Joint Venture and includes a report on the Joint Venture and proposed transaction from an independent expert in accordance with ASX Listing Rule 10.10.2; the commercial terms of the Joint Venture and the proposed transaction are the same, in all material respects, as the terms of similar agreements with non-related parties such that the agreements are no more favourable to the parties to the Joint Venture than to non-related parties; and

the Company includes in each annual report a summary of the transactions conducted with the Joint Venture, a summary of the doint Venture, a summary of the Joint Venture and a statement that the terms of the Joint Venture and proposed transaction entered into between the Company and/or its subsidiaries and ASL do not differ in any material respect from agreements and contracts entered

its subsidiaries and ASL do not differ in any material respect from agreements and contracts entered into with the Company's non-related parties. Shareholders' approval for the general framework of the Joint Venture was obtained at the 2014 Annual General Meeting held on 29 April 2014. In accordance with the waiver from ASX Listing Rule 10.1 granted by ASX dated 1 November 2012, the Company must seek shareholder approval for the general framework of the Joint Venture every three years from the date shareholder approval is obtained. Accordingly, the Company is hereby seeking renewal of the shareholder approval for the general framework of the Joint Venture at the 2017 annual general meeting.

Summary of Independent Expert's Report Accompanying this Notice is a copy of the Independent Expert's Report prepared by William Buck Corporate Advisory Services (NSW) Pty Limited.

The Directors have commissioned the Independent Expert's Report to shareholders which provides an

The Directors have commissioned the Independent Expert's Report to shareholders which provides an analysis of whether the Joint Venture Agreement is fair and reasonable for shareholders whose votes are not to be disregarded.

The Independent Expert has formed the view, having regard to the relevant ASIC Regulatory Guides, that the transaction the subject of Resolution 9, is fair and reasonable to shareholders.

Shareholders are encouraged to read the full text of the Independent Expert's Report which accompanies this Notice.

The Independent Expert has given, and not before the date of the Notice withdrawn, its consent to the inclusion of the Independent Expert's Report in this Notice and to the references to the Independent Expert's Report in this Notice being made in the form and context in which each such reference is included. Directors' recommendations birectors recommendations

Each of Mr Yuen Kai Wing, Mr Oh Keng Lim, Mr Oh Koon Sun, Ms Glenda Mary Sorrell-Saunders, Mr Ko Chuan Aun and Ms Heather Chong recommends that shareholders vote in favour of Resolution 9. Each of Mr Ang Sin Liu and Mr Ang Ah Nui makes no recommendation regarding Resolution 9 because he has an interest in it. The reasons why each of Mr Yuen Kai Wing, Mr Oh Keng Lim, Mr Oh Koon Sun, Ms Glenda Mary Sorrell-Saunders, Mr Ko Chuan Aun and Ms Heather Chong has made that recommendation are as follows:

tapping into the availability of land and relatively cheaper manpower cost in Batam, Indonesia and considering its close proximity to Singapore, the Directors believe it is in the interests of the Company and its subsidiaries (**Group**) to continue to operate a plant in Batam for the manufacture of precast concrete products. The joint venture increases the Group's precast production capacity which it uses to service customer demand for precast products in excess of current production capacity. The joint venture also provides the Group with opportunities to expand sales of precast products in the Indonesia the changes to the framework of the Joint Venture Agreement described above are intended to reflect

changes to the commercial landscape and to generate operational efficiencies which will benefit the JV participants moving forward. The changes to the joint venture agreement are also necessary given the ongoing expansion of the Batam JV's operations; the joint venture with ASL and its subsidiaries has provided the Group with an opportunity to expand its precast concrete operations beyond the Group's existing plants in Singapore and Malaysia. Through ASL, which has had a presence in Batam since the 1990s, the Directors believe that the Group has been

able to leverage ASL's local experience and resources to expand the Group's precast manufacturing operations beyond the existing plants in Singapore and Malaysia, thereby reducing reliance on individual production sites and the risk associated with production issues at individual sites; the production capacity provided by the joint venture has enabled the Group to increase precast revenues and profitability; the commercial terms of the joint venture are the same, in all material respects, as the terms of similar agreements with non-related parties such that the agreements are no more favourable to the parties to the joint venture than to non-related parties and a summary of the transactions conducted by Batam Wis included in each agreement; and

the Independent Expert has concluded that the terms of the proposed transaction are fair and reasonable to shareholders.

JV is included in each annual report; and

Each of Mr Oh Keng Lim, Mr Oh Koon Sun and Ms Heather Chong advises that he/she proposes to vote his/her shares in the Company in favour of Resolution 9. Each of Mr Ang Sin Liu and Mr Ang Ah Nui is excluded from voting on Resolution 9 as per the voting exclusion statement set out below Resolution 9 in the Notice of AGM above because they are associates of ASL and its subsidiaries. Each of Mr Yuen Kai Wing, Ms Glenda Mary Sorrell-Saunders and Mr Ko Chuan Aun has no shares in the Company. Notes:

1. Except for a member who is a relevant intermediary (as defined under the Companies Act, Cap. 50), a

1. Except for a member who is a relevant intermediary (as defined under the Companies Act, Cap. 50), a

member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy or proxies (not more than two) to attend and vote on his/her behalf. A member of the Company who is a relevant intermediary may appoint more than two proxies to attend and vote at the Annual General Meeting, but such proxies must be appointed to exercise the rights attached to a specified number of shares. A proxy need not be a member of the Company. The instrument appointing a proxy or proxies must be under the hand of the appointor or of 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 seal or under the hand of an officer or attorney duly authorised.

The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 11 Sixth Lok Yang Road, Singapore 628109 at least 48 hours before the time fixed for the Annual General Meeting. A Depositor's name must appear in the Depository Register maintained by the Central Depository

(Pte) Limited not less than 72 hours before the time appointed for the holding of the Annual General Meeting in order for him to be entitled to vote at the Annual General Meeting.

in order for him to be entitled to vote at the Annual General Meeting.

Personal Data Privacy:

By attending the Annual General Meeting and/or any adjournment thereof or submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General 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 proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General 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 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.