

KOH BROTHERS GROUP LIMITED

(Unique Entity Number: 199400775D)
(Incorporated in the Republic of Singapore)

ADDENDUM TO NOTICE OF ANNUAL GENERAL MEETING DATED 9 APRIL 2025

Date: 23 April 2025

To: Shareholders of Koh Brothers Group Limited

Dear Shareholders

ANNUAL GENERAL MEETING ("AGM") TO BE HELD ON TUESDAY, 29 APRIL 2025 AT 3.00 P.M. AT DUNEARN BALLROOM III, LEVEL 1, RAFFLES TOWN CLUB, 1 PLYMOUTH AVENUE, SINGAPORE 297753

1. We refer to the notice of annual general meeting ("**AGM**") dated 9 April 2025 and the proxy form in relation to the Company's AGM to be held on Tuesday, 29 April 2025, printed copies of which were despatched to shareholders of the Company.
2. In addition, we refer to our announcement dated 9 April 2025 relating to the Company's receipt of a requisition notice (the "**Requisition Notice**") from Morph Investments Ltd, Ong Sze Wang and Chin Phak Lin (collectively, the "**Requisitioning Shareholders**") requesting the Company to propose certain members' resolutions to be voted on at the forthcoming AGM.
3. The Company has verified the validity of the Requisition Notice and the collective shareholding of the Requisitioning Shareholders. While the Board has been advised that the members' resolutions proposed in the Requisition Notice are matters which fall within management decisions and which comes within the remit of the Board, the Board has deliberated and has decided to give an opportunity to the shareholders to discuss, consider, and vote on these resolutions at the forthcoming AGM so as to promote open engagement with its shareholders. The Board however highlights that the Board has made an exception on this Requisition Notice, and expressly qualifies that this should not be construed as the Board's acceptance that matters which should properly be decided by the Board can and/or should be placed for consideration by the shareholders.
4. Accordingly, pursuant to section 183 of the Companies Act 1967 of Singapore, the following ordinary resolutions will be proposed as additional items of special business at the AGM:

"Ordinary Resolution 9

*To take all necessary steps to procure Koh Brothers Eco Engineering Limited ("**KBE**"), a 54.8%-owned subsidiary, to distribute in specie all of its 97,445,805 ordinary shares (or such number that exists following any corporate actions) in Oiltek International Limited ("**Oiltek**") to the shareholders of KBE, and for the Company, upon receipt of such shares, to similarly distribute the Oiltek shares to its own shareholders on a pro-rata basis.*

Ordinary Resolution 10

To appoint a financial adviser to evaluate and propose strategic options to unlock shareholder value."

5. Please also find attached the members' statement ("**Members' Statement**") with respect to the matters referred to in the additional ordinary resolutions, which is attached to this Addendum.
6. A supplemental proxy form ("**Supplemental Proxy Form**") allowing members to vote on additional Ordinary Resolutions 9 and 10 has been prepared. Printed copies of the Addendum to the Notice of AGM (defined below), the Members' Statement as well as the Supplemental Proxy Form will be mailed to Shareholders. This Addendum to the Notice of AGM, the Supplemental Proxy Form and Members' Statement are also published on the Company's website at <http://www.kohbrothers.com/en/for-investors> and available on the SGX website at <https://www.sgx.com/securities/company-announcements>.
7. The notice of the AGM ("**Notice of AGM**") included in the Company's annual report dated 9 April 2025 ("**Annual Report**") shall incorporate Ordinary Resolutions 9 and 10 as mentioned above. Save as stated in paragraph 4, all other information in the Notice of AGM remains unchanged.
8. The Supplemental Proxy Form shall be deemed to be a supplement to the proxy form printed in the Annual Report. Members who wish to vote on Ordinary Resolutions 9 and 10 must submit the Supplemental Proxy Form to the Company in the following manner:
 - (a) if submitted by post, be lodged with the Company c/o Complete Corporate Services Pte Ltd at 10 Anson Road, #29-07 International Plaza, Singapore 079903; or
 - (b) if submitted electronically, be submitted via email to the Company at kohbrothersgroup-agm@complete-corp.com,

in either case, **by 3.00 p.m. on 26 April 2025**, being 72 hours before the time appointed for holding the AGM, and any instrument of proxy received after the cut-off time shall be treated as invalid.

Shareholders and investors are advised to read this Addendum and any further announcements from the Company carefully. Persons who are in doubt as to the action that they should take, should consult their legal, financial, tax or other professional advisers.

By Order of the Board

Koh Keng Siang
Executive Chairman and Group CEO

23 April 2025

Appendix A – Accompanying Statement to Notice of Members' Resolutions

9 April 2025

To: Shareholders of Koh Brothers Group Limited ("KB")

Dear Fellow Shareholders,

PROPOSED RESOLUTIONS TO UNLOCK SHAREHOLDER VALUE

Several minority shareholders holding more than 5% of the company's issued shares have proposed to the company two resolutions that we consider strategic and practical measures to unlock shareholder value.

Underwhelming performance

Despite the broader economic recovery post-pandemic, KB has recorded significant losses over the past two years. The group's net loss attributable to shareholders stood at **\$5.45 million** in FY2024, following a **\$21.96 million** loss in FY2023. These losses have led to a **10%** decline in net asset value ("NAV") per share, from \$0.7004 to \$0.6301.

Nevertheless, KB retains a strong financial position. A core reason is the strong cash generative ability of its 50:50 joint venture ("JV"), Canberra Development Pte Ltd, which holds Sun Plaza. The JV has consistently contributed dividends of \$3 million annually (except for FY2019, where it provided \$2 million likely due to the pandemic). Despite this stable cash inflow, KB has suspended shareholder dividends in 2023 and 2024, citing a challenging business environment.

Depressed valuation

According to SGX Stock Screener, the company trades at a deeply discounted price-to-book ratio of just **0.23x**, with a 6-month volume weighted average price of just \$0.1385.

This valuation severely misprices the Company's assets and strategic potential. Consider the following:

- KB's market capitalisation: \$56.5 million
- Koh Brothers Eco Engineering (KBE) (54.8% owned): \$124 million market cap
- Oiltek International Limited (68.1% owned by KBE): \$169 million market cap

This indicates that KB's core operations and assets are valued at near-zero or negative levels, underscoring the urgent need for strategic review.

Strategic Measures to Unlock Value

As shareholders, we believe that KB has multiple avenues to enhance shareholder value without compromising its financial stability or growth prospects. These options include, but are not limited to:

- **Distributing the 37.3% indirect stake in Oiltek** to KB shareholders via an in-specie distribution.
- **Appointing a financial adviser** to explore strategic alternatives, including the potential sale of Sun Plaza and the commercial and residential units at Alocassia Apartments.
- **Streamlining the group's structure and optimising capital allocation.**
- **Enhancing corporate governance and further professionalising management** to drive sustainable growth.

Proposed Resolutions

Accordingly, we have formally given notice and requisitioned the Company to table the following Resolutions at the upcoming AGM:

- **Resolution 1:** To take all necessary steps to procure Koh Brothers Eco Engineering Limited ("KBE"), a 54.8%-owned subsidiary, to distribute in specie all of its 97,445,805 ordinary shares (or such number that exists following any corporate actions) in Oiltek International Limited ("Oiltek") to the shareholders of KBE, and for the Company, upon receipt of such shares, to similarly distribute the Oiltek shares to its own shareholders on a pro-rata basis.
- **Resolution 2:** To appoint a financial adviser to evaluate and propose strategic options to unlock shareholder value.

We urge all shareholders to support these resolutions to ensure a **fair and optimal unlocking of shareholder value**.

Sincerely,


Morph Investments Ltd
Ong Sze Wang
Chin Phak Lin

MORPH INVESTMENTS LTD